

1 ENGROSSED HOUSE AMENDMENT

TO

2 ENGROSSED SENATE BILL NO. 1083

By: Johnson (Rob) of the Senate

3 and

4 Jordan of the House

5

6

7 [corporate liability - judgment and dismissal of
8 petition - prohibiting certain claims - providing
9 certain protections - prohibiting certain claims -
effective date]

10

11 AMENDMENT NO. 1. Strike the stricken title, enacting clause and
12 entire bill and insert

13 "An Act relating to corporate liability; amending 12
14 O.S. 2011, Section 682, which relates to judgment
and dismissal of petition; prohibiting certain
15 claims before specified judgments; providing
exception; prohibiting certain claims during
16 specified proceedings; affording same protections
for members and managers of limited liability
17 companies; specifying when statute of limitations
accrues; and providing an effective date.

18

19

20 BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

21 SECTION 1. AMENDATORY 12 O.S. 2011, Section 682, is
22 amended to read as follows:

23 Section 682. A. Judgment may be given for or against one or
24 more of several plaintiffs, and for or against one or more of

1 several defendants; it may determine the ultimate rights of the
2 parties on either side, as between themselves, and it may grant to
3 the defendant any affirmative relief to which he may be entitled.
4 In an action against several defendants, the court may, in its
5 discretion, render judgment against one or more of them, leaving the
6 action to proceed against the others whenever a several judgment may
7 be proper. The court may also dismiss the petition with costs, in
8 favor of one or more defendants, in case of unreasonable neglect on
9 the part of the plaintiff to serve the summons on other defendants,
10 or proceed in the cause against the defendant or defendants served.

11 B. No suit or claim of any nature shall be brought against any
12 officer, director or shareholder for the debt or liability of a
13 corporation of which he or she is an officer, director or
14 shareholder, until judgment is obtained therefor against the
15 corporation and execution thereon returned unsatisfied. This
16 provision includes, but is not limited to, claims based on vicarious
17 liability and alter ego. Provided, nothing herein prohibits a suit
18 or claim against an officer, director or shareholder for their own
19 conduct, act or contractual obligation arising out of or in
20 connection with their direct involvement in the same or related
21 transaction or occurrence.

22 C. Subject to the exceptions provided for in subsection B of
23 this section, any claim against an officer, director or shareholder
24 asserting liability against such officer, director or shareholder

1 for the liabilities of a corporation shall not be tried during the
2 same phase of the proceeding in which the issues of liability with
3 respect to the corporation are tried unless there also exists a
4 claim based upon the conduct or act of the officer, director or
5 shareholder of the corporation arising out of the same or related
6 transaction or occurrence.

7 D. Members and managers of limited liability companies shall be
8 afforded the same substantive and procedural protection from suits
9 and claims as the protections provided to officers, directors and
10 shareholders of a corporation as set forth in subsections B and C of
11 this section.

12 E. The statute of limitations on any claim precluded by this
13 section, either against an officer, director or shareholder of a
14 corporation or a member or manager of a limited liability company,
15 shall not accrue until judgment is obtained against the corporation
16 and execution thereon returned unsatisfied.

17 SECTION 2. This act shall become effective November 1, 2013."
18
19
20
21
22
23
24

1 ENGROSSED SENATE
2 BILL NO. 1083

By: Johnson (Rob) of the Senate

3 and

4 Jordan of the House

5
6 [corporate liability - judgment and dismissal of
7 petition - prohibiting certain claims - providing
8 certain protections - prohibiting certain claims -
9 effective date]

10 BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

11 SECTION 3. AMENDATORY 12 O.S. 2011, Section 682, is
12 amended to read as follows:

13 Section 682. A. Judgment may be given for or against one or
14 more of several plaintiffs, and for or against one or more of
15 several defendants; it may determine the ultimate rights of the
16 parties on either side, as between themselves, and it may grant to
17 the defendant any affirmative relief to which he may be entitled.
18 In an action against several defendants, the court may, in its
19 discretion, render judgment against one or more of them, leaving the
20 action to proceed against the others whenever a several judgment may
21 be proper. The court may also dismiss the petition with costs, in
22 favor of one or more defendants, in case of unreasonable neglect on
23 the part of the plaintiff to serve the summons on other defendants,
24 or proceed in the cause against the defendant or defendants served.

1 B. No suit or claim of any nature, whether based upon tort or
2 contract, shall be brought against any officer, director or
3 shareholder for any debt or liability of a corporation of which he
4 or she is an officer, director or shareholder until judgment is
5 obtained therefore against the corporation and execution thereon
6 returned unsatisfied. This provision includes, but is not limited
7 to, claims based upon alter ego, corporate veil or any other similar
8 theory. Members and managers of limited liability companies shall
9 be afforded the same substantive and procedural protection from
10 suits and claims, based upon the liability of the limited liability
11 company, as the protections provided to officers, directors and
12 shareholders of a corporation.

13 C. Any claim against an officer, director or shareholder
14 asserting liability against such officer, director or shareholder
15 for the liabilities of a corporation, or any claim against a member
16 or manager of a limited liability company for liabilities of the
17 limited liability company, shall not be tried during the same
18 proceeding in which the issues of liability with respect to the
19 corporation are tried.

20 SECTION 4. This act shall become effective November 1, 2013.

21
22
23
24

1 Passed the Senate the 4th day of March, 2013.

2
3 _____
4 Presiding Officer of the Senate

5 Passed the House of Representatives the ____ day of _____,
6 2013.

7
8 _____
9 Presiding Officer of the House
10 of Representatives