

1 ENGROSSED HOUSE
2 BILL NO. 2844

By: Echols and McCullough of
the House

3 and

4 Smalley of the Senate
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8 An Act relating to civil procedure; amending 12 O.S.
9 2011, Section 682, as amended by Section 1, Chapter
10 265, O.S.L. 2013 (12 O.S. Supp. 2015, Section 682),
11 which relates to judgment; permitting suit if conduct
is not within scope of duty; deleting exclusion of
litigation of specified claims in same proceeding;
and providing an effective date.

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

15 SECTION 1. AMENDATORY 12 O.S. 2011, Section 682, as
16 amended by Section 1, Chapter 265, O.S.L. 2013 (12 O.S. Supp. 2015,
17 Section 682), is amended to read as follows:

18 Section 682. A. Judgment may be given for or against one or
19 more of several plaintiffs, and for or against one or more of
20 several defendants; it may determine the ultimate rights of the
21 parties on either side, as between themselves, and it may grant to
22 the defendant any affirmative relief to which he or she may be
23 entitled. In an action against several defendants, the court may,
24 in its discretion, render judgment against one or more of them,

1 leaving the action to proceed against the others whenever a several
2 judgment may be proper. The court may also dismiss the petition
3 with costs, in favor of one or more defendants, in case of
4 unreasonable neglect on the part of the plaintiff to serve the
5 summons on other defendants, or proceed in the cause against the
6 defendant or defendants served.

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

19 ~~C. Subject to the exceptions provided for in subsection B of~~
20 ~~this section, any claim against an officer, director or shareholder~~
21 ~~asserting liability against such officer, director or shareholder~~
22 ~~for the liabilities of a corporation shall not be tried during the~~
23 ~~same phase of the proceeding in which the issues of liability with~~
24 ~~respect to the corporation are tried unless there also exists a~~

1 ~~claim based upon the conduct or act of the officer, director or~~
2 ~~shareholder of the corporation arising out of the same or related~~
3 ~~transaction or occurrence.~~

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

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

14 SECTION 2. This act shall become effective November 1, 2016.

15 Passed the House of Representatives the 10th day of March, 2016.

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Presiding Officer of the House
of Representatives

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Passed the Senate the ___ day of _____, 2016.

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Presiding Officer of the Senate

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