

7083--A

I N   S E N A T E

March 11, 2010

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Introduced by Sens. SQUADRON, ADDABBO, KRUEGER, PERKINS, SERRANO -- read twice and ordered printed, and when printed to be committed to the Committee on Corporations, Authorities and Commissions -- reported favorably from said committee and committed to the Committee on Codes -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee

AN ACT to amend the business corporation law, the cooperative corporations law, the not-for-profit corporation law, the railroad law, the transportation corporations law, the banking law and the limited liability company law, in relation to political contributions by corporations

THE PEOPLE OF THE STATE OF NEW YORK, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

1     Section 1. This act shall be known and may be cited as the "corporate  
2     political activity accountability to shareholders act".  
3     S 2. The business corporation law is amended by adding a new section  
4     631 to read as follows:  
5     S 631. POLITICAL CONTRIBUTIONS.  
6     (A) DEFINITIONS. WHEN USED IN THIS SECTION:  
7     (1) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
8     LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A  
9     POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY  
10    CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE  
11    DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPO-  
12    SITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL  
13    PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE  
14    GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT  
15    OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY  
16    REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
17    REGULATION;  
18    (2) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
19    PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
20    VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
21    AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,

EXPLANATION--Matter in ITALICS (underscored) is new; matter in brackets  
[ ] is old law to be omitted.

LBD15801-14-0

1 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
2 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
3 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
4 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
5 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
6 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
7 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
8 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
9 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
10 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
11 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
12 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR  
13 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
14 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
15 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
16 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

17 (B) NOTWITHSTANDING ANY OTHER LIMITS ON CORPORATE CONTRIBUTIONS TO, OR  
18 EXPENDITURES ON BEHALF OF, CANDIDATES FOR PUBLIC OR PARTY OFFICE, POLI-  
19 TICAL COMMITTEES, PARTY COMMITTEES OR BALLOT REFERENDUM, BEFORE A CORPO-  
20 RATION OR ANY OF ITS SUBSIDIARIES MAY MAKE A CONTRIBUTION OR INDEPENDENT  
21 EXPENDITURE, THE CORPORATION SHALL, AT LEAST ANNUALLY, OBTAIN THE PRIOR  
22 AUTHORIZATION BY VOTE OF A MAJORITY OF THE SHARES CAST ON SUCH RESOL-  
23 UTION TO MAKE CONTRIBUTIONS OR INDEPENDENT EXPENDITURES UP TO A STATED  
24 AGGREGATE ANNUAL AMOUNT.

25 (C) ANY CORPORATION, EITHER BY ITSELF OR ITS SUBSIDIARIES, MAKING A  
26 CONTRIBUTION OR INDEPENDENT EXPENDITURE SHALL AT LEAST ANNUALLY DISCLOSE  
27 TO ITS SHAREHOLDERS AND FILE WITH THE SECRETARY OF STATE AN ACCOUNTING  
28 OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES USED FOR SUCH  
29 PURPOSES, INCLUDING:

30 (1) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

31 (2) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

32 (3) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
33 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
34 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
35 REGULATION SUPPORTED OR OPPOSED; AND

36 (4) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
37 EXPENDITURE.

38 (D) THE SECRETARY OF STATE SHALL POST EACH CORPORATION'S ANNUAL  
39 DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF STATE.

40 (E) THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
41 TO ENFORCE THE PROVISIONS OF THIS SECTION.

42 S 3. The cooperative corporations law is amended by adding a new  
43 section 78 to read as follows:

44 S 78. POLITICAL CONTRIBUTIONS. 1. DEFINITIONS. WHEN USED IN THIS  
45 SECTION:

46 (A) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
47 LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A  
48 POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY  
49 CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE  
50 DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPO-  
51 SITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL  
52 PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE  
53 GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT  
54 OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY  
55 REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
56 REGULATION;

1 (B) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
2 PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
3 VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
4 AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,  
5 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
6 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
7 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
8 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
9 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
10 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
11 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
12 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
13 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
14 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
15 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
16 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR  
17 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
18 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
19 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
20 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

21 2. NOTWITHSTANDING ANY OTHER LIMITS ON COOPERATIVE CORPORATION  
22 CONTRIBUTIONS TO OR EXPENDITURES ON BEHALF OF POLITICAL CANDIDATES,  
23 POLITICAL COMMITTEES, PARTY COMMITTEES, OR BALLOT REFERENDUMS, BEFORE A  
24 COOPERATIVE CORPORATION MAY MAKE A CONTRIBUTION OR INDEPENDENT EXPENDI-  
25 TURE, THE COOPERATIVE CORPORATION SHALL AT LEAST ANNUALLY OBTAIN THE  
26 PRIOR AUTHORIZATION BY VOTE OF A MAJORITY OF THE SHARES OR MEMBERS CAST  
27 ON SUCH RESOLUTION TO MAKE CONTRIBUTIONS OR INDEPENDENT EXPENDITURES, UP  
28 TO A STATED AGGREGATE ANNUAL AMOUNT.

29 3. ANY COOPERATIVE CORPORATION, EITHER BY ITSELF OR ITS SUBSIDIARIES,  
30 MAKING A CONTRIBUTION OR INDEPENDENT EXPENDITURE SHALL, AT LEAST ANNUAL-  
31 LY, DISCLOSE TO ITS SHAREHOLDERS AND FILE WITH THE SECRETARY OF STATE AN  
32 ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES USED FOR  
33 SUCH PURPOSES, INCLUDING:

34 (A) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

35 (B) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

36 (C) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
37 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
38 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
39 REGULATION SUPPORTED OR OPPOSED; AND

40 (D) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
41 EXPENDITURE.

42 4. THE SECRETARY OF STATE SHALL POST EACH COOPERATIVE CORPORATION'S  
43 ANNUAL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF STATE.

44 5. THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
45 TO ENFORCE THE PROVISIONS OF THIS SECTION.

46 S 4. The not-for-profit corporation law is amended by adding a new  
47 section 523 to read as follows:

48 S 523. POLITICAL CONTRIBUTIONS.

49 (A) DEFINITIONS. WHEN USED IN THIS SECTION:

50 (1) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
51 LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A  
52 POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY  
53 CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE  
54 DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPO-  
55 SITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL  
56 PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE

1 GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT  
2 OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY  
3 REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
4 REGULATION;

5 (2) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
6 PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
7 VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
8 AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,  
9 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
10 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
11 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
12 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
13 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
14 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
15 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
16 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
17 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
18 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
19 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
20 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR  
21 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
22 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
23 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
24 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

25 (B) NOTWITHSTANDING ANY OTHER LIMITS ON NOT-FOR-PROFIT CORPORATION  
26 CONTRIBUTIONS TO, OR EXPENDITURES ON BEHALF OF, CANDIDATES FOR PUBLIC OR  
27 PARTY OFFICE, POLITICAL COMMITTEES, PARTY COMMITTEES OR BALLOT REFEREN-  
28 DUM, BEFORE A NOT-FOR-PROFIT CORPORATION OR ANY OF ITS SUBSIDIARIES MAY  
29 MAKE A CONTRIBUTION OR INDEPENDENT EXPENDITURE, THE NOT-FOR-PROFIT  
30 CORPORATION SHALL, AT LEAST ANNUALLY, OBTAIN THE PRIOR AUTHORIZATION BY  
31 VOTE OF A MAJORITY OF THE MEMBERS VOTING ON SUCH RESOLUTION TO MAKE  
32 CONTRIBUTIONS OR INDEPENDENT EXPENDITURES UP TO A STATED AGGREGATE ANNU-  
33 AL AMOUNT.

34 (C) ANY NOT-FOR-PROFIT CORPORATION, EITHER BY ITSELF OR ITS SUBSID-  
35 IARIES, MAKING A CONTRIBUTION OR INDEPENDENT EXPENDITURE SHALL AT LEAST  
36 ANNUALLY DISCLOSE TO ITS MEMBERS AND FILE WITH THE SECRETARY OF STATE AN  
37 ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES USED FOR  
38 SUCH PURPOSES, INCLUDING:

39 (1) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

40 (2) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

41 (3) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
42 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
43 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
44 REGULATION SUPPORTED OR OPPOSED; AND

45 (4) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
46 EXPENDITURE.

47 (D) THE SECRETARY OF STATE SHALL POST EACH NOT-FOR-PROFIT CORPO-  
48 RATION'S ANNUAL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF  
49 STATE.

50 (E) THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
51 TO ENFORCE THE PROVISIONS OF THIS SECTION.

52 S 5. The railroad law is amended by adding a new section 35 to read as  
53 follows:

54 S 35. POLITICAL CONTRIBUTIONS. 1. DEFINITIONS. WHEN USED IN THIS  
55 SECTION:

1 (A) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
2 LOAN, ADVANCE, DEPOSIT OF MONEY OR ANYTHING OF VALUE PROVIDED TO A POLI-  
3 TICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY CONSTI-  
4 TUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE DEFINED IN  
5 ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPOSITION TO A  
6 CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL PARTY, ELEC-  
7 TIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE GENERAL PUBLIC  
8 INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT OFFICIAL,  
9 CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY REGARDING PEND-  
10 ING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR REGULATION;

11 (B) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
12 PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
13 VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
14 AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,  
15 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
16 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
17 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
18 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
19 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
20 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
21 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
22 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
23 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
24 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
25 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
26 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR  
27 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
28 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
29 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
30 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

31 2. NOTWITHSTANDING ANY OTHER LIMITS ON RAILROAD CORPORATION CONTRIB-  
32 UTIONS TO OR EXPENDITURES ON BEHALF OF POLITICAL CANDIDATES, POLITICAL  
33 COMMITTEES, PARTY COMMITTEES, OR BALLOT REFERENDUMS, BEFORE A RAILROAD  
34 CORPORATION MAY MAKE A CONTRIBUTION OR INDEPENDENT EXPENDITURE, THE  
35 RAILROAD CORPORATION SHALL AT LEAST ANNUALLY OBTAIN THE PRIOR AUTHORI-  
36 ZATION BY VOTE OF A MAJORITY OF THE SHARES OR MEMBERS CAST ON SUCH  
37 RESOLUTION TO MAKE CONTRIBUTIONS OR INDEPENDENT EXPENDITURES, UP TO A  
38 STATED AGGREGATE ANNUAL AMOUNT.

39 3. ANY RAILROAD CORPORATION, EITHER BY ITSELF OR ITS SUBSIDIARIES,  
40 MAKING CONTRIBUTIONS OR INDEPENDENT EXPENDITURES SHALL, AT LEAST ANNUAL-  
41 LY, DISCLOSE TO ITS SHAREHOLDERS AND FILE WITH THE SECRETARY OF STATE AN  
42 ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES USED FOR  
43 SUCH PURPOSES, INCLUDING:

44 (A) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

45 (B) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

46 (C) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
47 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
48 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
49 REGULATION SUPPORTED OR OPPOSED; AND

50 (D) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
51 EXPENDITURE.

52 4. THE SECRETARY OF STATE SHALL POST EACH RAILROAD CORPORATION'S ANNU-  
53 AL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF STATE.

54 5. THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
55 TO ENFORCE THE PROVISIONS OF THIS SECTION.

1 S 6. The transportation corporations law is amended by adding a new  
2 section 7 to read as follows:

3 S 7. POLITICAL CONTRIBUTIONS. (A) DEFINITIONS. WHEN USED IN THIS  
4 SECTION:

5 (1) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
6 LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A  
7 POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY  
8 CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE  
9 DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPO-  
10 SITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL  
11 PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE  
12 GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT  
13 OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY  
14 REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
15 REGULATION;

16 (2) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
17 PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
18 VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
19 AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,  
20 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
21 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
22 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
23 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
24 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
25 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
26 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
27 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
28 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
29 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
30 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
31 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR  
32 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
33 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
34 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
35 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

36 (B) NOTWITHSTANDING ANY OTHER LIMITS ON TRANSPORTATION CORPORATION  
37 CONTRIBUTIONS TO, OR EXPENDITURES ON BEHALF OF, CANDIDATES FOR PUBLIC OR  
38 PARTY OFFICE, POLITICAL COMMITTEES, PARTY COMMITTEES OR BALLOT REFEREN-  
39 DUM, BEFORE A TRANSPORTATION CORPORATION OR ANY OF ITS SUBSIDIARIES MAY  
40 MAKE A CONTRIBUTION OR INDEPENDENT EXPENDITURE, THE TRANSPORTATION  
41 CORPORATION SHALL, AT LEAST ANNUALLY, OBTAIN THE PRIOR AUTHORIZATION BY  
42 VOTE OF A MAJORITY OF THE SHARES CAST ON SUCH RESOLUTION TO MAKE  
43 CONTRIBUTIONS OR INDEPENDENT EXPENDITURES UP TO A STATED AGGREGATE ANNU-  
44 AL AMOUNT.

45 (C) ANY TRANSPORTATION CORPORATION, EITHER BY ITSELF OR ITS SUBSID-  
46 IARIES, MAKING CONTRIBUTIONS OR INDEPENDENT EXPENDITURES SHALL AT LEAST  
47 ANNUALLY DISCLOSE TO ITS SHAREHOLDERS AND FILE WITH THE SECRETARY OF  
48 STATE AN ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES  
49 USED FOR SUCH PURPOSES, INCLUDING:

50 (1) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

51 (2) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

52 (3) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
53 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
54 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
55 REGULATION SUPPORTED OR OPPOSED; AND

(4) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT EXPENDITURE.

(D) THE SECRETARY OF STATE SHALL POST EACH TRANSPORTATION CORPORATION'S ANNUAL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF STATE.

(E) THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING TO ENFORCE THE PROVISIONS OF THIS SECTION.

S 7. The banking law is amended by adding a new section 5017 to read as follows:

S 5017. POLITICAL CONTRIBUTIONS. 1. DEFINITIONS. WHEN USED IN THIS SECTION:

(A) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPOSITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR REGULATION;

(B) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENERAL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS, BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFORMATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORIAL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION, CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

2. NOTWITHSTANDING ANY OTHER LIMITS ON CORPORATION CONTRIBUTIONS TO OR EXPENDITURES ON BEHALF OF POLITICAL CANDIDATES, POLITICAL COMMITTEES, PARTY COMMITTEES, OR BALLOT REFERENDUMS, BEFORE A CORPORATION MAY MAKE A CONTRIBUTION OR INDEPENDENT EXPENDITURE, THE CORPORATION SHALL AT LEAST ANNUALLY OBTAIN THE PRIOR AUTHORIZATION BY VOTE OF A MAJORITY OF THE SHARES OR MEMBERS CAST ON SUCH RESOLUTION TO MAKE CONTRIBUTIONS OR INDEPENDENT EXPENDITURES, UP TO A STATED AGGREGATE ANNUAL AMOUNT.

3. ANY CORPORATION, EITHER BY ITSELF OR ITS SUBSIDIARIES, MAKING A CONTRIBUTION OR INDEPENDENT EXPENDITURE SHALL, AT LEAST ANNUALLY, DISCLOSE TO ITS SHAREHOLDERS AND FILE WITH THE SECRETARY OF STATE AN ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES USED FOR SUCH PURPOSES, INCLUDING:

(A) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

(B) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

(C) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDEPENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLITICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR REGULATION SUPPORTED OR OPPOSED; AND

(D) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT EXPENDITURE.

4. THE SECRETARY OF STATE SHALL POST EACH CORPORATION'S ANNUAL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF STATE.

5. THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING TO ENFORCE THE PROVISIONS OF THIS SECTION.

S 8. The business corporation law is amended by adding a new section 1321 to read as follows:

S 1321. POLITICAL CONTRIBUTIONS.

(A) DEFINITIONS. WHEN USED IN THIS SECTION:

(1) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPOSITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR REGULATION;

(2) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENERAL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS, BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFORMATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORIAL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION, CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

(B) NOTWITHSTANDING ANY OTHER LIMITS ON CORPORATE CONTRIBUTIONS TO, OR EXPENDITURES ON BEHALF OF, CANDIDATES FOR PUBLIC OR PARTY OFFICE, POLITICAL COMMITTEES, PARTY COMMITTEES OR BALLOT REFERENDUM, BEFORE A FOREIGN CORPORATION DOING BUSINESS IN THE STATE IN ACCORDANCE WITH SECTION THIRTEEN HUNDRED ONE OF THIS ARTICLE MAY MAKE A CONTRIBUTION OR INDEPENDENT EXPENDITURE IN NEW YORK, THE FOREIGN CORPORATION SHALL, AT LEAST ANNUALLY, OBTAIN THE PRIOR AUTHORIZATION BY VOTE OF A MAJORITY OF THE SHARES CAST ON SUCH RESOLUTION TO MAKE CONTRIBUTIONS OR INDEPENDENT EXPENDITURES UP TO A STATED AGGREGATE ANNUAL AMOUNT.

(C) ANY FOREIGN CORPORATION, EITHER BY ITSELF OR ITS SUBSIDIARIES, MAKING A CONTRIBUTION OR INDEPENDENT EXPENDITURE IN NEW YORK SHALL AT



1 LEAST ANNUALLY DISCLOSE TO ITS SHAREHOLDERS AND FILE WITH THE SECRETARY  
2 OF STATE AN ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES  
3 USED FOR SUCH PURPOSES, INCLUDING:

4 (1) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

5 (2) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

6 (3) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
7 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
8 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
9 REGULATION SUPPORTED OR OPPOSED; AND

10 (4) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
11 EXPENDITURE.

12 (D) THE SECRETARY OF STATE SHALL POST EACH FOREIGN CORPORATION'S ANNU-  
13 AL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF STATE.

14 (E) THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
15 TO ENFORCE THE PROVISIONS OF THIS SECTION.

16 S 9. The limited liability company law is amended by adding a new  
17 section 510 to read as follows:

18 S 510. POLITICAL CONTRIBUTIONS. (A) DEFINITIONS. WHEN USED IN THIS  
19 SECTION:

20 (1) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
21 LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A  
22 POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY  
23 CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE  
24 DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPO-  
25 SITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL  
26 PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE  
27 GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT  
28 OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY  
29 REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
30 REGULATION;

31 (2) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
32 PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
33 VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
34 AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,  
35 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
36 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
37 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
38 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
39 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
40 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
41 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
42 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
43 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
44 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
45 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
46 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR  
47 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
48 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
49 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
50 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

51 (B) NOTWITHSTANDING ANY OTHER LIMITS ON CONTRIBUTIONS TO, OR EXPENDI-  
52 TURES ON BEHALF OF, CANDIDATES FOR PUBLIC OR PARTY OFFICE, POLITICAL  
53 COMMITTEES, PARTY COMMITTEES OR BALLOT REFERENDUM, BEFORE A LIMITED  
54 LIABILITY COMPANY MAY MAKE A CONTRIBUTION OR INDEPENDENT EXPENDITURE,  
55 THE LIMITED LIABILITY COMPANY SHALL, AT LEAST ANNUALLY, OBTAIN THE PRIOR  
56 AUTHORIZATION BY VOTE OF A MAJORITY OF THE MEMBERS OR MANAGERS CAST ON

1 SUCH RESOLUTION TO MAKE CONTRIBUTIONS OR INDEPENDENT EXPENDITURES UP TO  
2 A STATED AGGREGATE ANNUAL AMOUNT.

3 (C) ANY LIMITED LIABILITY COMPANY, EITHER BY ITSELF OR ITS SUBSID-  
4 IARIES, MAKING A CONTRIBUTION OR INDEPENDENT EXPENDITURE SHALL AT LEAST  
5 ANNUALLY DISCLOSE TO ITS MEMBERS OR MANAGERS AND FILE WITH THE SECRETARY  
6 OF STATE AN ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES  
7 USED FOR SUCH PURPOSES, INCLUDING:

8 (1) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

9 (2) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

10 (3) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
11 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
12 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
13 REGULATION SUPPORTED OR OPPOSED; AND

14 (4) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
15 EXPENDITURE.

16 (D) THE SECRETARY OF STATE SHALL POST EACH LIMITED LIABILITY COMPANY'S  
17 ANNUAL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF STATE.

18 (E) THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
19 TO ENFORCE THE PROVISIONS OF THIS SECTION.

20 S 10. The business corporation law is amended by adding a new section  
21 1517 to read as follows:

22 S 1517. POLITICAL CONTRIBUTIONS.

23 (A) DEFINITIONS. WHEN USED IN THIS SECTION:

24 (1) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
25 LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A  
26 POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY  
27 CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE  
28 DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPO-  
29 SITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL  
30 PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE  
31 GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT  
32 OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY  
33 REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
34 REGULATION;

35 (2) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
36 PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
37 VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
38 AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,  
39 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
40 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
41 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
42 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
43 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
44 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
45 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
46 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
47 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
48 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
49 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
50 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR  
51 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
52 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
53 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
54 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

55 (B) NOTWITHSTANDING ANY OTHER LIMITS ON PROFESSIONAL SERVICE CORPO-  
56 RATION CONTRIBUTIONS TO, OR EXPENDITURES ON BEHALF OF, CANDIDATES FOR

1 PUBLIC OR PARTY OFFICE, POLITICAL COMMITTEES, PARTY COMMITTEES OR BALLOT  
2 REFERENDUM, BEFORE A PROFESSIONAL SERVICE CORPORATION MAY MAKE A  
3 CONTRIBUTION OR INDEPENDENT EXPENDITURE, THE PROFESSIONAL SERVICE CORPO-  
4 RATION SHALL, AT LEAST ANNUALLY, OBTAIN THE PRIOR AUTHORIZATION BY VOTE  
5 OF A MAJORITY OF THE SHARES CAST ON SUCH RESOLUTION TO MAKE CONTRIB-  
6 UTIONS OR INDEPENDENT EXPENDITURES UP TO A STATED AGGREGATE ANNUAL  
7 AMOUNT.

8 (C) ANY PROFESSIONAL SERVICE CORPORATION, EITHER BY ITSELF OR ITS  
9 SUBSIDIARIES, MAKING A CONTRIBUTION OR INDEPENDENT EXPENDITURE SHALL AT  
10 LEAST ANNUALLY DISCLOSE TO ITS SHAREHOLDERS AND FILE WITH THE SECRETARY  
11 OF STATE AN ACCOUNTING OF THE CONTRIBUTIONS AND INDEPENDENT EXPENDITURES  
12 USED FOR SUCH PURPOSES, INCLUDING:

13 (1) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

14 (2) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;

15 (3) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
16 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
17 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
18 REGULATION SUPPORTED OR OPPOSED; AND

19 (4) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
20 EXPENDITURE.

21 (D) THE SECRETARY OF STATE SHALL POST EACH PROFESSIONAL SERVICE CORPO-  
22 RATION'S ANNUAL DISCLOSURE ON THE WEBSITE MAINTAINED BY THE SECRETARY OF  
23 STATE.

24 (E) THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
25 TO ENFORCE THE PROVISIONS OF THIS SECTION.

26 S 11. The business corporation law is amended by adding a new section  
27 1534 to read as follows:

28 S 1534. POLITICAL CONTRIBUTIONS.

29 (A) DEFINITIONS. WHEN USED IN THIS SECTION:

30 (1) THE TERM "CONTRIBUTION" MEANS ANY GIFT, SUBSCRIPTION, OUTSTANDING  
31 LOAN, ADVANCE, DEPOSIT OF MONEY OR ANY THING OF VALUE PROVIDED TO A  
32 POLITICAL COMMITTEE, PARTY COMMITTEE, CONSTITUTED COMMITTEE OR DULY  
33 CONSTITUTED SUBCOMMITTEE OF A COUNTY COMMITTEE, AS THOSE TERMS ARE  
34 DEFINED IN ARTICLE FOURTEEN OF THE ELECTION LAW, IN SUPPORT OR OPPO-  
35 SITION TO A CANDIDATE FOR PUBLIC OR PARTY OFFICE, REFERENDUM, POLITICAL  
36 PARTY, ELECTIONEERING COMMUNICATION OR ANY COMMUNICATION MADE TO THE  
37 GENERAL PUBLIC INTENDED TO ENCOURAGE THE PUBLIC TO CONTACT A GOVERNMENT  
38 OFFICIAL, CANDIDATE FOR PUBLIC OR PARTY OFFICE OR POLITICAL PARTY  
39 REGARDING PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
40 REGULATION;

41 (2) THE TERM "INDEPENDENT EXPENDITURE" MEANS AN EXPENDITURE MADE BY A  
42 PERSON FOR AN AUDIO OR VIDEO COMMUNICATION TO A GENERAL PUBLIC AUDIENCE  
43 VIA BROADCAST, CABLE OR SATELLITE OR A WRITTEN COMMUNICATION TO A GENER-  
44 AL PUBLIC AUDIENCE VIA ADVERTISEMENTS, PAMPHLETS, CIRCULARS, FLYERS,  
45 BROCHURES, LETTERHEADS OR OTHER PRINTED MATTER AND STATEMENTS OR INFOR-  
46 MATION CONVEYED TO FIVE HUNDRED OR MORE MEMBERS OF A GENERAL PUBLIC  
47 AUDIENCE BY COMPUTER OR OTHER ELECTRONIC DEVICES WHICH: (I) EXPRESSLY  
48 ADVOCATES THE ELECTION OR DEFEAT OF A CLEARLY IDENTIFIED CANDIDATE OR  
49 THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL AND (II) SUCH CANDIDATE, THE  
50 CANDIDATE'S POLITICAL COMMITTEE OR ITS AGENTS, OR A POLITICAL COMMITTEE  
51 FORMED TO PROMOTE THE SUCCESS OR DEFEAT OF A BALLOT PROPOSAL OR ITS  
52 AGENTS, DID NOT AUTHORIZE, REQUEST, SUGGEST, FOSTER OR COOPERATE IN ANY  
53 SUCH COMMUNICATION. INDEPENDENT EXPENDITURES DO NOT INCLUDE: (I) A  
54 COMMUNICATION APPEARING IN A WRITTEN NEWS STORY, COMMENTARY, OR EDITORI-  
55 AL OR DISTRIBUTED THROUGH THE FACILITIES OF ANY BROADCASTING STATION,  
56 CABLE OR SATELLITE UNLESS SUCH PUBLICATION OR FACILITIES ARE OWNED OR

1 CONTROLLED BY ANY POLITICAL PARTY, POLITICAL COMMITTEE OR CANDIDATE; OR  
2 (II) A COMMUNICATION THAT CONSTITUTES A CANDIDATE DEBATE OR FORUM; OR  
3 (III) A COMMUNICATION WHICH CONSTITUTES AN EXPENDITURE MADE BY AN ENTITY  
4 REQUIRED TO REPORT SUCH EXPENDITURE WITH A BOARD OF ELECTIONS.

5 (B) NOTWITHSTANDING ANY OTHER LIMITS ON FOREIGN PROFESSIONAL SERVICE  
6 CORPORATION CONTRIBUTIONS TO, OR EXPENDITURES ON BEHALF OF, CANDIDATES  
7 FOR PUBLIC OR PARTY OFFICE, POLITICAL COMMITTEES, PARTY COMMITTEES OR  
8 BALLOT REFERENDUM, BEFORE A FOREIGN PROFESSIONAL SERVICE CORPORATION, AS  
9 DEFINED BY SUBDIVISION (D) OF SECTION FIFTEEN HUNDRED TWENTY-FIVE OF  
10 THIS ARTICLE, MAY MAKE A CONTRIBUTION OR INDEPENDENT EXPENDITURE IN NEW  
11 YORK, THE FOREIGN PROFESSIONAL SERVICE CORPORATION SHALL, AT LEAST ANNU-  
12 ALLY, OBTAIN THE PRIOR AUTHORIZATION BY VOTE OF A MAJORITY OF THE SHARES  
13 CAST ON SUCH RESOLUTION TO MAKE CONTRIBUTIONS OR INDEPENDENT EXPENDI-  
14 TURES UP TO A STATED AGGREGATE ANNUAL AMOUNT.

15 (C) ANY FOREIGN PROFESSIONAL SERVICE CORPORATION, EITHER BY ITSELF OR  
16 ITS SUBSIDIARIES, MAKING A CONTRIBUTION OR INDEPENDENT EXPENDITURE IN  
17 NEW YORK SHALL AT LEAST ANNUALLY DISCLOSE TO ITS SHAREHOLDERS AND FILE  
18 WITH THE SECRETARY OF STATE AN ACCOUNTING OF THE CONTRIBUTIONS AND INDE-  
19 PENDENT EXPENDITURES USED FOR SUCH PURPOSES, INCLUDING:

20 (1) THE DATE OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;  
21 (2) THE AMOUNT OF THE CONTRIBUTION OR INDEPENDENT EXPENDITURE;  
22 (3) THE IDENTITY OF THE RECIPIENT OF THE CONTRIBUTION, OR IF AN INDE-  
23 PENDENT EXPENDITURE, THE IDENTITY OF THE CANDIDATE, REFERENDUM, POLI-  
24 TICAL PARTY, PENDING LEGISLATION, PUBLIC POLICY OR A GOVERNMENT RULE OR  
25 REGULATION SUPPORTED OR OPPOSED; AND

26 (4) THE BUSINESS RATIONALE FOR EACH SUCH CONTRIBUTION OR INDEPENDENT  
27 EXPENDITURE.

28 (D) THE SECRETARY OF STATE SHALL POST EACH FOREIGN PROFESSIONAL  
29 SERVICE CORPORATION'S ANNUAL DISCLOSURE ON THE WEB SITE MAINTAINED BY  
30 THE SECRETARY OF STATE.

31 (E) THE ATTORNEY GENERAL MAY COMMENCE AN ACTION OR SPECIAL PROCEEDING  
32 TO ENFORCE THE PROVISIONS OF THIS SECTION.

33 S 12. Severability. If any clause, sentence, paragraph, section or  
34 part of this act shall be adjudged by any court of competent jurisdic-  
35 tion to be invalid and after exhaustion of all further judicial review,  
36 the judgment shall not affect, impair or invalidate the remainder there-  
37 of, but shall be confined in its operation to the clause, sentence,  
38 paragraph, section or part of this act directly involved in the contro-  
39 versy in which the judgment shall have been rendered.

40 S 13. This act shall take effect August 1, 2010.