

# STATE OF NEW YORK

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5261--A

Cal. No. 331

2021-2022 Regular Sessions

## IN SENATE

March 1, 2021

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Introduced by Sens. KENNEDY, HELMING -- read twice and ordered printed, and when printed to be committed to the Committee on Corporations, Authorities and Commissions -- recommitted to the Committee on Corporations, Authorities and Commissions in accordance with Senate Rule 6, sec. 8 -- reported favorably from said committee, ordered to first report, amended on first report, ordered to a second report and ordered reprinted, retaining its place in the order of second report

AN ACT to amend the business corporation law, in relation to providing for expanded ownership in design professional corporations by employee stock ownership plans and non-licensed employees

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

1 Section 1. Subparagraphs (i) and (ii) of paragraph (b-1) of section  
2 1503 of the business corporation law, as added by chapter 550 of the  
3 laws of 2011, are amended to read as follows:

4 (i) greater than seventy-five percent of the outstanding shares of  
5 stock of the corporation are owned by design professionals and an ESOP  
6 (or ESOPs) with greater than seventy-five percent of the plan's voting  
7 trustees or greater than seventy-five percent of the plan's committee  
8 members being design professionals,

9 (ii) an ESOP, either in part or in its entirety, shall not constitute  
10 part of the greater than seventy-five percent owned by design profes-  
11 sionals unless greater than seventy-five percent of the plan's voting  
12 trustees or greater than seventy-five percent of the plan's committee  
13 members are design professionals,

14 § 2. Subparagraphs (i) and (ii) of paragraph (b) of section 1507 of  
15 the business corporation law, as added by chapter 550 of the laws of  
16 2011, are amended to read as follows:

17 (i) greater than seventy-five percent of the outstanding shares of  
18 stock of the corporation are owned by design professionals and an ESOP  
19 (or ESOPs) with greater than seventy-five percent of the plan's voting

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

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1 trustees or greater than seventy-five percent of the plan's committee  
2 members being design professionals,

3 (ii) an ESOP, either in part or in its entirety, shall not constitute  
4 part of the greater than seventy-five percent owned by design profes-  
5 sionals unless greater than seventy-five percent of the plan's voting  
6 trustees or greater than seventy-five percent of the plan's committee  
7 members are design professionals,

8 § 3. Subparagraph (i) of paragraph (b) of section 1514 of the business  
9 corporation law, as added by chapter 550 of the laws of 2011, is amended  
10 to read as follows:

11 (i) greater than seventy-five percent of the outstanding shares of  
12 stock of the corporation are and were owned by design professionals and  
13 an ESOP (or ESOPs) with greater than seventy-five percent of the plan's  
14 voting trustees or greater than seventy-five percent of the plan's  
15 committee members being design professionals,

16 § 4. Paragraph (a) of section 1505 of the business corporation law, as  
17 amended by chapter 550 of the laws of 2011, is amended to read as  
18 follows:

19 (a) (i) Each shareholder, employee or agent of a professional service  
20 corporation and a design professional service corporation shall be  
21 personally and fully liable and accountable for any negligent or wrong-  
22 ful act or misconduct committed by him or by any person under his direct  
23 supervision and control while rendering professional services on behalf  
24 of such corporation.

25 (ii) An employee stock ownership plan owning greater than twenty-five  
26 percent of the outstanding shares of a design professional service  
27 corporation organized under paragraph (b-1) of section fifteen hundred  
28 three of this article shall be under the supervision of the regents of  
29 the university of the state of New York and be subject to disciplinary  
30 proceedings and penalties, and its authority to hold shares of such  
31 corporation shall be subject to suspension, revocation or annulment for  
32 cause, in the same manner and to the same extent as is provided with  
33 respect to individuals and their licenses, certificates, and registra-  
34 tions in title eight of the education law relating to the applicable  
35 profession.

36 § 5. This act shall take effect two years after it shall have become a  
37 law.