STATE OF NEW YORK

640

2023-2024 Regular Sessions

IN SENATE

January 5, 2023

Introduced by Sen. KAVANAGH -- read twice and ordered printed, and when printed to be committed to the Committee on Corporations, Authorities and Commissions

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 enacting the "corporate political activity accountability to shareholders act"

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

Section 1. Short title. This act shall be known and may be cited as the "corporate political activity accountability to shareholders act".

§ 2. The business corporation law is amended by adding a new section 631 to read as follows:

§ 631. 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,

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

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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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 corporation or any of its subsidiaries 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 cast on such resolution to make contributions or independent expenditures up to a stated aggregate annual amount for a stated business purpose.

(c) 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:

(1) the date of the contribution or independent expenditure;

(2) the amount of the contribution or independent expenditure; and

(3) 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.

(d) The secretary of state shall post each 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.

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

§ 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 for a stated business purpose.

(c) Any foreign corporation, either by itself or its subsidiaries, making a contribution or independent expenditure in New York 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:

(1) the date of the contribution or independent expenditure;

(2) the amount of the contribution or independent expenditure; and

(3) 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.

(d) The secretary of state shall post each foreign 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.

§ 4. The business corporation law is amended by adding a new section 1517 to read as follows:

§ 1517. 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 professional service corporation contributions to, or expenditures on behalf of, candidates for public or party office, political committees, party committees or ballot referendum, before a professional service corporation may make a contribution or independent expenditure, the professional service 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 for a stated business purpose.

(c) Any professional service 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:

(1) the date of the contribution or independent expenditure;

(2) the amount of the contribution or independent expenditure; and

(3) 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.

(d) The secretary of state shall post each professional service 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.

§ 5. The business corporation law is amended by adding a new section 1534 to read as follows:

§ 1534. 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 oppo-

sition 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 foreign professional service corporation contributions to, or expenditures on behalf of, candidates for public or party office, political committees, party committees or ballot referendum, before a foreign professional service corporation, as defined by subdivision (d) of section fifteen hundred twenty-five of this article, may make a contribution or independent expenditure in New York, the foreign professional service 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 for a stated business purpose.

(c) Any foreign professional service corporation, either by itself or its subsidiaries, making a contribution or independent expenditure in New York 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:

(1) the date of the contribution or independent expenditure;

(2) the amount of the contribution or independent expenditure; and

(3) 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.

(d) The secretary of state shall post each foreign professional service corporation's annual disclosure on the web site maintained by the secretary of state.

(e) The attorney general may commence an action or special proceeding to enforce the provisions of this section.

§ 6. The cooperative corporations law is amended by adding a new section 78 to read as follows:

§ 78. 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 cooperative corporation contributions to or expenditures on behalf of political candidates, political committees, party committees, or ballot referendums, before a cooperative corporation may make a contribution or independent expenditure, the cooperative 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 for a stated business purpose.

3. Any cooperative 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; and

(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.

4. The secretary of state shall post each cooperative 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.

§ 7. The not-for-profit corporation law is amended by adding a new section 522 to read as follows:

§ 522. 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 not-for-profit corporation contributions to, or expenditures on behalf of, candidates for public or party office, political committees, party committees or ballot referendum, before a not-for-profit corporation or any of its subsidiaries may make a contribution or independent expenditure, the not-for-profit corporation shall, at least annually, obtain the prior authorization by vote of a majority of the members voting on such resolution to make contributions or independent expenditures up to a stated aggregate annual amount for a stated business purpose.

(c) Any not-for-profit corporation, either by itself or its subsidiaries, making a contribution or independent expenditure shall at least annually disclose to its members and file with the secretary of state an accounting of the contributions and independent expenditures used for such purposes, including:

(1) the date of the contribution or independent expenditure;

(2) the amount of the contribution or independent expenditure; and

(3) 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.

(d) The secretary of state shall post each not-for-profit 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.

§ 8. The railroad law is amended by adding a new section 35 to read as follows:

§ 35. 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 railroad corporation contributions to or expenditures on behalf of political candidates, political committees, party committees, or ballot referendums, before a railroad corporation may make a contribution or independent expenditure, the railroad 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 for a stated business purpose.

3. Any railroad corporation, either by itself or its subsidiaries, making contributions or independent expenditures 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; and

(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.

4. The secretary of state shall post each railroad 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.

§ 9. The transportation corporations law is amended by adding a new section 8 to read as follows:

§ 8. 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 transportation corporation contributions to, or expenditures on behalf of, candidates for public or party office, political committees, party committees or ballot referendum, before a transportation corporation or any of its subsidiaries may make a contribution or independent expenditure, the transportation 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 for a stated business purpose.

(c) Any transportation corporation, either by itself or its subsidiaries, making contributions or independent expenditures 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:

(1) the date of the contribution or independent expenditure;

(2) the amount of the contribution or independent expenditure; and

(3) 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.

(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.

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

§ 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 for a stated business purpose.

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; and

(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.

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.

§ 11. The limited liability company law is amended by adding a new section 510 to read as follows:

§ 510. 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: (A) 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 (B) a communication that constitutes a candidate debate or forum; or (C) 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 contributions to, or expenditures on behalf of, candidates for public or party office, political committees, party committees or ballot referendum, before a limited liability company may make a contribution or independent expenditure, the limited liability company shall, at least annually, obtain the prior authorization by vote of a majority of the members or managers cast on

such resolution to make contributions or independent expenditures up to a stated aggregate annual amount for a stated business purpose.

(c) Any limited liability company, either by itself or its subsidiaries, making a contribution or independent expenditure shall at least annually disclose to its members or managers and file with the secretary of state an accounting of the contributions and independent expenditures used for such purposes, including:

(1) the date of the contribution or independent expenditure;

(2) the amount of the contribution or independent expenditure; and

(3) 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.

(d) The secretary of state shall post each limited liability company'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.

§ 12. Severability. If any clause, sentence, paragraph, section or part of this act shall be adjudged by any court of competent jurisdiction to be invalid and after exhaustion of all further judicial review, the judgment shall not affect, impair or invalidate the remainder thereof, but shall be confined in its operation to the clause, sentence, paragraph, section or part of this act directly involved in the controversy in which the judgment shall have been rendered.

§ 13. This act shall take effect on the first of August next succeeding the date on which it shall have become a law.