

# STATE OF NEW YORK

8613

2025-2026 Regular Sessions

## IN SENATE

December 12, 2025

Introduced by Sen. GONZALEZ -- read twice and ordered printed, and when printed to be committed to the Committee on Rules

AN ACT to amend the business corporation law, in relation to regulating an artificial person's contributions towards election and ballot-issue activity

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

1 Section 1. The opening paragraph of paragraph (a) of section 202 of  
2 the business corporation law is amended and a new paragraph (c) is added  
3 to read as follows:

4 Each corporation, subject to any limitations provided in this chapter  
5 including those enumerated in paragraph (c) of this section or any other  
6 statute of this state or its certificate of incorporation, shall have  
7 power in furtherance of its corporate purposes:

8 (c) Definitions. (1) The following definitions shall be applicable to  
9 the provisions of this section.

10 (A) "Artificial person" means every entity whose existence or limited  
11 liability shield is conferred by New York state law, including, without  
12 limitation:

13 (i) business corporations;

14 (ii) nonprofit corporations, whether public-benefit, mutual-benefit,  
15 or religious;

16 (iii) limited liability companies;

17 (iv) unincorporated associations, limited liability partnerships,  
18 statutory trusts, professional corporations, cooperatives, and any  
19 successor form; and

20 (v) foreign entities that are authorized to transact business, are  
21 otherwise transacting business, or hold property in the state of New  
22 York. Any foreign entity that directly or indirectly undertakes,  
23 finances, or directs election activity or ballot-issue activity in the

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

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1 state of New York shall be conclusively deemed to be transacting busi-  
2 ness in this state.

3 (B) "Election activity" means paying, contributing, or expending money  
4 or anything of value to support or oppose a candidate, political party,  
5 or political committee. "Election activity" does not include any bona  
6 fide news story, commentary, or editorial distributed through the facil-  
7 ities of any broadcasting station, or of any print, online, or digital  
8 newspaper, magazine, blog, or other periodical publication, unless such  
9 broadcasting, print, online, or digital facilities are owned or  
10 controlled by a political party, political committee, or candidate.

11 (C) "Ballot-issue activity" means paying, contributing, or expending  
12 money or anything of value to support or oppose a ballot question or  
13 initiative. "Ballot-issue activity" does not include any bona fide news  
14 story, commentary, or editorial distributed through the facilities of  
15 any broadcasting station, or of any print, online, or digital newspaper,  
16 magazine, blog, or other periodical publication, unless such broadcast-  
17 ing, print, online, or digital facilities are owned or controlled by a  
18 political party, political committee, or candidate.

19 (D) "Artificial person powers" means powers necessary or convenient to  
20 carry out lawful business or charitable purposes, excluding any power to  
21 directly or indirectly engage in election activity or ballot-issue  
22 activity.

23 (E) "Charter privilege" means any benefit to artificial persons that  
24 exists only because the state of New York confers it, such as, without  
25 limitation, limited liability, perpetual duration, succession in corpo-  
26 rate name, and tax credits or abatements.

27 (F) "Foreign entity" means an artificial person organized or existing  
28 under the laws of any jurisdiction other than the state of New York.

29 (2) Revocation of previous power grants. (A) The creation and contin-  
30 ued existence of an artificial person is not a right but a conditional  
31 grant of legal status by the state and remains subject to complete with-  
32 drawal at any time. All powers previously granted to any artificial  
33 person under New York state law are revoked in their entirety. No arti-  
34 ficial person operating under the jurisdiction of this state shall  
35 possess any power unless specifically granted by this section. No  
36 provision of this section grants or recognizes any power of an artifi-  
37 cial person to engage in election activity or ballot-issue activity,  
38 except as provided in clause (C) of subparagraph three of this para-  
39 graph.

40 (B) Nothing in clause (A) of this subparagraph shall be construed to  
41 invalidate, impair, or modify any existing contract, debt instrument,  
42 security, or other legal obligation validly entered into before the  
43 effective date of this paragraph; provided, however, that nothing herein  
44 authorizes any election activity or ballot-issue activity after such  
45 effective date.

46 (3) Selective re-grant of powers. (A) Each artificial person possesses  
47 the powers described in clause (D) of subparagraph one of this para-  
48 graph, unless its organizational documents limit the exercise of such  
49 powers, and no powers beyond those expressly granted. No provision of  
50 this section grants or recognizes any power of an artificial person to  
51 engage in election activity or ballot-issue activity, except as provided  
52 in clause (C) of this subparagraph.

53 (B) Any language in articles of incorporation, organization, associ-  
54 ation, or other organizational documents purporting to directly or indi-  
55 rectly confer election activity or ballot-issue activity authority on an  
56 artificial person is void.

1 (C) Political committees registered under New York state or federal  
2 law are entities created for the purpose of engaging in election activ-  
3 ity or ballot-issue activity. Such committees may be granted the power  
4 to engage in such activities, provided that they exist solely for such  
5 purpose and claim no charter privilege other than limited liability.  
6 Nothing in this section shall grant any other artificial person the  
7 power to engage in election activity or ballot-issue activity.

8 (D) No charter privilege shall be construed to authorize election  
9 activity or ballot-issue activity. An artificial person that exercises  
10 election-activity or ballot-issue activity authority, unless expressly  
11 permitted to do so under clause (C) of this subparagraph, thereby  
12 forfeits all charter privileges as a matter of law. Procedures allowing  
13 reinstatement upon full disgorgement, certification of compliance, and  
14 payment of civil penalties shall be established within one year of the  
15 effective date of this paragraph.

16 (4) Ultra vires actions. Any election activity or ballot-issue activ-  
17 ity conducted by an artificial person is ultra vires and void. Such  
18 conduct results in the forfeiture of charter privileges as provided in  
19 clause (D) of subparagraph three of this paragraph and shall also be  
20 subject to civil action by a member, shareholder, or the attorney gener-  
21 al for injunctive relief, disgorgement, and enforcement of the forfei-  
22 ture. Procedures for such civil actions shall be established within one  
23 year of the effective date of this paragraph.

24 § 2. Severability. If any clause, sentence, paragraph, subdivision,  
25 section or part of this act shall be adjudged by any court of competent  
26 jurisdiction to be invalid, such judgment shall not affect, impair, or  
27 invalidate the remainder thereof, but shall be confined in its operation  
28 to the clause, sentence, paragraph, subdivision, section or part thereof  
29 directly involved in the controversy in which such judgment shall have  
30 been rendered. It is hereby declared to be the intent of the legislature  
31 that this act would have been enacted even if such invalid provisions  
32 had not been included herein.

33 § 3. This act shall take effect on the thirtieth day after it shall  
34 have become a law.