

# SENATE BILL 809

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By: **Senators Raskin, Feldman, Ferguson, Forehand, Frosh, Kelley, Madaleno, Manno, Montgomery, Peters, Pinsky, Pugh, Ramirez, Robey, and Rosapepe**

Introduced and read first time: January 31, 2014

Assigned to: Education, Health, and Environmental Affairs

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## A BILL ENTITLED

1 AN ACT concerning

2 **Citizens' United Shareholder Democracy and Protection Act**

3 FOR the purpose of requiring a Maryland corporation to include in its bylaws certain  
4 procedures regarding contributions to campaign finance entities and  
5 independent expenditures that the Maryland corporation proposes to make;  
6 prohibiting the distribution of certain material by a press organization owned or  
7 controlled by a Maryland corporation from being considered a contribution to a  
8 campaign finance entity or an independent expenditure for the purposes of  
9 certain provisions of this Act; prohibiting a Maryland corporation from making  
10 a contribution to a campaign finance entity or an independent expenditure  
11 under certain circumstances; and generally relating to campaign contributions  
12 and independent expenditures made by Maryland corporations.

13 BY adding to

14 Article – Corporations and Associations

15 Section 1–407

16 Annotated Code of Maryland

17 (2007 Replacement Volume and 2013 Supplement)

18 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF  
19 MARYLAND, That the Laws of Maryland read as follows:

20 **Article – Corporations and Associations**

21 **1–407.**

22 **(A) (1) A MARYLAND CORPORATION SHALL INCLUDE IN ITS BYLAWS**  
23 **ADEQUATE PROCEDURES FOR ASSESSING THE WILL OF THE MAJORITY OF THE**

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EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



1 STOCKHOLDERS OF THE MARYLAND CORPORATION REGARDING  
2 CONTRIBUTIONS TO CAMPAIGN FINANCE ENTITIES AND INDEPENDENT  
3 EXPENDITURES FOR ANY FEDERAL, STATE, OR LOCAL ELECTION THAT THE  
4 MARYLAND CORPORATION PROPOSES TO MAKE.

5 (2) IF A MAJORITY OF THE STOCKHOLDERS OF A MARYLAND  
6 CORPORATION ARE UNABLE, BY LAW, CONTRACT, OR CORPORATE BYLAWS, OR  
7 ANY OTHER REASON, TO PARTICIPATE IN A VOTE REGARDING A CAMPAIGN  
8 CONTRIBUTION OR AN INDEPENDENT EXPENDITURE THE MARYLAND  
9 CORPORATION PROPOSES TO MAKE, THE MARYLAND CORPORATION MAY NOT  
10 MAKE THE CAMPAIGN CONTRIBUTION OR INDEPENDENT EXPENDITURE.

11 (B) THE DISTRIBUTION OF A NEWS STORY, COMMENTARY, EDITORIAL,  
12 BOOK, OR DOCUMENTARY IN THE ORDINARY COURSE OF BUSINESS BY A PRESS  
13 ORGANIZATION OWNED OR CONTROLLED BY A MARYLAND CORPORATION MAY  
14 NOT BE CONSIDERED A CONTRIBUTION TO A CAMPAIGN FINANCE ENTITY OR AN  
15 INDEPENDENT EXPENDITURE FOR THE PURPOSES OF SUBSECTION (A) OF THIS  
16 SECTION.

17 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect  
18 October 1, 2014.