

118TH CONGRESS
2D SESSION

S. 5493

To establish the obligations of certain large business entities in the United States, and for other purposes.

IN THE SENATE OF THE UNITED STATES

DECEMBER 11, 2024

Ms. WARREN introduced the following bill; which was read twice and referred to the Committee on Commerce, Science, and Transportation

A BILL

To establish the obligations of certain large business entities in the United States, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Accountable Cap-
5 italism Act”.

6 **SEC. 2. DEFINITIONS.**

7 In this Act:

8 (1) COVERED EMPLOYEE.—The term “covered
9 employee”—

10 (A) means—

1 (i) an individual who is, with respect
2 to a corresponding covered employer or en-
3 tity, is—

4 (I) an employee (including an ap-
5 plicant), as defined in section 701 of
6 the Civil Rights Act of 1964 (42
7 U.S.C. 2000e);

8 (II) a State employee (including
9 an applicant), as described in section
10 304(a) of the Government Employee
11 Rights Act of 1991 (42 U.S.C.
12 2000e–16c(a));

13 (III) a covered employee (includ-
14 ing an applicant), as defined in sec-
15 tion 101 of the Congressional Ac-
16 countability Act of 1995 (2 U.S.C.
17 1301);

18 (IV) a covered employee (includ-
19 ing an applicant), as defined in sec-
20 tion 411(c) of title 3, United States
21 Code;

22 (V) an employee, as defined in
23 section 11 of the Age Discrimination
24 in Employment Act of 1967 (29
25 U.S.C. 630);

1 (VI) an employee, as defined in
2 section 101 of the Americans with
3 Disabilities Act of 1990 (42 U.S.C.
4 12111);

5 (VII) an employee, as described
6 in section 501(b) of the Rehabilitation
7 Act of 1973 (29 U.S.C. 791(b));

8 (VIII) an employee, as defined in
9 section 3 of the Fair Labor Standards
10 Act of 1938 (29 U.S.C. 203);

11 (IX) an employee or applicant to
12 which section 717(a) of the Civil
13 Rights Act of 1964 (42 U.S.C.
14 2000e–16(a)) applies; or

15 (X) a person (other than an em-
16 ployer) to whom subsections (a) and
17 (b) of section 4311 of title 38, United
18 States Code, apply; and

19 (ii) an individual who is engaged by,
20 or applies for or otherwise seeks a position
21 with, a covered employer or entity, whether
22 or not the individual receives compensa-
23 tion, academic credit, or other remunera-
24 tion from the covered employer or entity,
25 as—

1 (I) an independent contractor; or
2 (II) an intern, fellow, volunteer,
3 or trainee; and

4 (B) does not include a management offi-
5 cial, as defined in section 7103(a)(11) of title 5,
6 United States Code.

7 (2) COVERED EMPLOYER OR ENTITY.—The
8 term “covered employer or entity” means a person,
9 including an entity, regardless of business structure,
10 including organization as a legal or commercial enti-
11 ty, that is—

12 (A) an employer, as defined in section 701
13 of the Civil Rights Act of 1964;

14 (B) an entity employing a State employee
15 (including an applicant) described in section
16 304(a) of the Government Employee Rights Act
17 of 1991;

18 (C) an employing office, as defined in sec-
19 tion 101 of the Congressional Accountability
20 Act of 1995;

21 (D) an employing office, as defined in sec-
22 tion 411(c) of title 3, United States Code;

23 (E) an employer, as defined in section 11
24 of the Age Discrimination in Employment Act
25 of 1967;

1 (F) an employer, as defined in section 101
2 of the Americans with Disabilities Act of 1990;

3 (G) an entity described in section 501(b)
4 of the Rehabilitation Act of 1973 (29 U.S.C.
5 791(b));

6 (H) an employer, as defined in section 3 of
7 the Fair Labor Standards Act of 1938;

8 (I) an entity to which section 717(a) of the
9 Civil Rights Act of 1964 applies; or

10 (J) an employer to whom subsections (a)
11 and (b) of section 4311 of title 38, United
12 States Code, apply.

13 (3) DIRECTOR.—The term “Director” means
14 the Director of the Office.

15 (4) LARGE ENTITY.—

16 (A) IN GENERAL.—The term “large enti-
17 ty” means an entity that—

18 (i) is organized under the laws of a
19 State as a corporation, body corporate,
20 body politic, joint stock company, or lim-
21 ited liability company;

22 (ii) engages in interstate commerce;
23 and

24 (iii) in a taxable year, according to in-
25 formation provided by the entity to the In-

1 ternal Revenue Service, has more than
2 \$1,000,000,000 in gross receipts.

3 (B) AGGREGATION RULES.—All entities
4 treated as a single employer under subsection
5 (a) or (b) of section 52 of the Internal Revenue
6 Code of 1986, or subsection (m) or (o) of sec-
7 tion 414 of such Code, shall be treated as 1 en-
8 tity for the purposes of subparagraph (A).

9 (5) OFFICE.—The term “Office” means the Of-
10 fice of United States Corporations established under
11 section 3.

12 (6) OFFICER.—The term “officer” means, with
13 respect to a United States corporation—

14 (A) the president of the United States cor-
15 poration;

16 (B) the principal operating officer of the
17 United States corporation;

18 (C) the principal accounting officer of the
19 United States corporation or, if the United
20 States corporation does not have such an ac-
21 counting officer, the controller of the United
22 States corporation; and

23 (D) any vice president in charge of a prin-
24 cipal business unit, division, or function of the
25 United States corporation.

1 (7) STATE.—The term “State” means—

2 (A) each of the several States of the
3 United States;

4 (B) the District of Columbia;

5 (C) the Commonwealth of Puerto Rico;

6 (D) Guam;

7 (E) the United States Virgin Islands;

8 (F) American Samoa; and

9 (G) the Commonwealth of the Northern
10 Mariana Islands.

11 (8) UNITED STATES CORPORATION.—The term
12 “United States corporation” means a large entity
13 with respect to which the Office has granted a char-
14 ter under section 3.

15 **SEC. 3. OFFICE OF UNITED STATES CORPORATIONS.**

16 (a) ESTABLISHMENT.—There is established within
17 the Department of Commerce the Office of United States
18 Corporations.

19 (b) DIRECTOR.—

20 (1) ESTABLISHMENT OF POSITION.—There is
21 established the position of Director of the Office,
22 who shall be the head of the Office.

23 (2) APPOINTMENT; TERM.—

24 (A) APPOINTMENT.—Except as provided in
25 subparagraph (E), the Director shall be ap-

1 pointed by the President, by and with the ad-
2 vice and consent of the Senate, from among in-
3 dividuals who are citizens of the United States.

4 (B) TERM.—The Director shall be ap-
5 pointed for a term of 4 years, unless removed
6 before the end of that term by the President.

7 (C) VACANCY.—A vacancy in the position
8 of Director that occurs before the expiration of
9 the term for which a Director was appointed
10 shall be filled in the manner established under
11 subparagraph (A), and the Director appointed
12 to fill that vacancy shall be appointed only for
13 the remainder of that term.

14 (D) SERVICE AFTER END OF TERM.—An
15 individual may serve as the Director after the
16 expiration of the term for which the individual
17 was appointed until a successor has been ap-
18 pointed.

19 (E) INITIAL DIRECTOR.—The Secretary of
20 Commerce shall appoint an individual to serve
21 as the Director until an individual is appointed
22 to serve as the Director in accordance with sub-
23 paragraph (A).

24 (c) DUTIES.—The Office shall—

1 (1) review and grant charter applications for
2 large entities;

3 (2) monitor whether large entities have ob-
4 tained a charter in accordance with this Act;

5 (3) except as provided in paragraph (4)(B),
6 refer any violation of this Act to the appropriate
7 Federal agency for enforcement with respect to that
8 violation; and

9 (4) when appropriate—

10 (A) rescind the charters of United States
11 corporations under section 4(b);

12 (B) revoke the charters of United States
13 corporations under sections 6(c)(2)(B)(ii),
14 8(c)(2), and 9; and

15 (C) issue rules to prevent entities from
16 taking action to intentionally avoid qualifying
17 as large entities.

18 (d) DISCLOSURE OF TAXPAYER IDENTITY INFORMA-
19 TION FOR USE BY OFFICE.—

20 (1) IN GENERAL.—Section 6103(m) of the In-
21 ternal Revenue Code of 1986 is amended by adding
22 at the end the following:

23 “(8) OFFICE OF UNITED STATES CORPORA-
24 TIONS.—Upon written request by the Director of the
25 Office of United States Corporations, the Secretary

1 shall disclose taxpayer identity information to offi-
 2 cers and employees of the Office of United States
 3 Corporations solely for purposes of identifying any
 4 taxpayer that satisfies the requirement under section
 5 2(4)(A)(iii) or 4(b) of the Accountable Capitalism
 6 Act for the most recent taxable year for which infor-
 7 mation is available.”.

8 (2) EFFECTIVE DATE.—The amendment made
 9 by this subsection shall take effect on the date of en-
 10 actment of this Act.

11 **SEC. 4. REQUIREMENT FOR LARGE ENTITIES TO OBTAIN**
 12 **CHARTERS.**

13 (a) LARGE ENTITIES.—

14 (1) IN GENERAL.—An entity that is organized
 15 as a corporation, body corporate, body politic, joint
 16 stock company, or limited liability company in a
 17 State shall obtain a charter from the Office as fol-
 18 lows:

19 (A) If the entity is a large entity with re-
 20 spect to the most recently completed taxable
 21 year of the entity before the date of enactment
 22 of this Act, the entity shall obtain the charter
 23 not later than 2 years after the date of enact-
 24 ment of this Act.

1 (B) If the entity is a large entity with re-
 2 spect to any taxable year of the entity that be-
 3 gins after the date of enactment of this Act, the
 4 entity shall obtain the charter not later than 1
 5 year after the last day of that taxable year.

6 (2) FAILURE TO OBTAIN CHARTER.—An entity
 7 to which paragraph (1) applies and that fails to ob-
 8 tain a charter from the Office as required under
 9 that paragraph shall not be treated as a corporation,
 10 body corporate, body politic, joint-stock company, or
 11 limited liability company, as applicable, for the pur-
 12 poses of Federal law during the period beginning on
 13 the date on which the entity is required to obtain a
 14 charter under that paragraph and ending on the
 15 date on which the entity obtains the charter.

16 (b) RESCISSIONS.—

17 (1) IN GENERAL.—An entity that has obtained
 18 a charter as a United States corporation and, with
 19 respect to a subsequent taxable year of the entity,
 20 is not a large entity may file a petition with the Of-
 21 fice to rescind the charter of the United States cor-
 22 poration.

23 (2) DETERMINATION.—Not later than 180 days
 24 after the date on which the Office receives a petition
 25 that an entity files under paragraph (1), the Office

1 shall grant the petition if the Office determines that
2 the entity, with respect to the most recently com-
3 pleted taxable year of the entity preceding the date
4 on which the petition was filed, was not a large enti-
5 ty.

6 **SEC. 5. RESPONSIBILITIES OF UNITED STATES CORPORA-**
7 **TIONS.**

8 (a) DEFINITIONS.—In this section:

9 (1) GENERAL PUBLIC BENEFIT.—The term
10 “general public benefit” means a material positive
11 impact on society resulting from the business and
12 operations of a United States corporation, when
13 taken as a whole.

14 (2) SUBSIDIARY.—The term “subsidiary”
15 means, with respect to a person, an entity in which
16 the person owns beneficially or of record not less
17 than 50 percent of the outstanding equity interests
18 of the entity, calculated as if all outstanding rights
19 to acquire equity interests in the entity had been ex-
20 exercised.

21 (b) CHARTER REQUIREMENTS.—

22 (1) IN GENERAL.—The charter of a large entity
23 that is filed with the Office shall state that the enti-
24 ty is a United States corporation.

1 (2) CORPORATE PURPOSES.—A United States
2 corporation shall have the purpose of creating a gen-
3 eral public benefit, which shall be—

4 (A) identified in the charter of the United
5 States corporation; and

6 (B) in addition to the purpose of the
7 United States corporation under the articles of
8 incorporation in the State in which the United
9 States corporation is incorporated, if applicable.

10 (c) STANDARD OF CONDUCT FOR DIRECTORS AND
11 OFFICERS.—

12 (1) CONSIDERATION OF INTERESTS.—In dis-
13 charging the duties of their respective positions, and
14 in considering the best interests of a United States
15 corporation, the board of directors, committees of
16 the board of directors, and individual directors of a
17 United States corporation—

18 (A) shall manage or direct the business
19 and affairs of the United States corporation in
20 a manner that—

21 (i) seeks to create a general public
22 benefit; and

23 (ii) balances the pecuniary interests of
24 the shareholders of the United States cor-
25 poration with the best interests of persons

1 that are materially affected by the conduct
2 of the United States corporation; and

3 (B) in carrying out subparagraph (A)—

4 (i) shall consider the effects of any ac-
5 tion or inaction on—

6 (I) the shareholders of the
7 United States corporation;

8 (II) the employees and workforce
9 of—

10 (aa) the United States cor-
11 poration;

12 (bb) the subsidiaries of the
13 United States corporation; and

14 (cc) the suppliers of the
15 United States corporation;

16 (III) the interests of customers
17 and subsidiaries of the United States
18 corporation as beneficiaries of the
19 general public benefit purpose of the
20 United States corporation;

21 (IV) community and societal fac-
22 tors, including those of each commu-
23 nity in which offices or facilities of the
24 United States corporation, subsidi-
25 aries of the United States corporation,

1 or suppliers of the United States cor-
2 poration are located;

3 (V) the local and global environ-
4 ment;

5 (VI) the short-term and long-
6 term interests of the United States
7 corporation, including—

8 (aa) benefits that may ac-
9 crue to the United States cor-
10 poration from the long-term
11 plans of the United States cor-
12 poration; and

13 (bb) the possibility that
14 those interests may be best
15 served by the continued inde-
16 pendence of the United States
17 corporation; and

18 (VII) the ability of the United
19 States corporation to accomplish the
20 general public benefit purpose of the
21 United States corporation;

22 (ii) may consider—

23 (I) other pertinent factors; or

24 (II) the interests of any other
25 group that are identified in the arti-

1 cles of incorporation in the State in
 2 which the United States corporation is
 3 incorporated, if applicable; and
 4 (iii) shall not be required to give pri-
 5 ority to a particular interest or factor de-
 6 scribed in clause (i) or (ii) over any other
 7 interest or factor.

8 (2) STANDARD OF CONDUCT FOR OFFICERS.—

9 Each officer of a United States corporation shall
 10 balance and consider the interests and factors de-
 11 scribed in paragraph (1)(B)(i) in the manner de-
 12 scribed in paragraph (1)(B)(iii) if—

13 (A) the officer has discretion to act with
 14 respect to a matter; and

15 (B) it reasonably appears to the officer
 16 that the matter may have a material effect on
 17 the creation by the United States corporation of
 18 a general public benefit identified in the charter
 19 of the United States corporation.

20 (3) EXONERATION FROM PERSONAL LIABIL-
 21 ITY.—Except as provided in the charter of a United
 22 States corporation, neither a director nor an officer
 23 of a United States corporation may be held person-
 24 ally liable for monetary damages for—

1 (A) any action or inaction in the course of
 2 performing the duties of a director under para-
 3 graph (1) or an officer under paragraph (2), as
 4 applicable, if the director or officer was not in-
 5 terested with respect to the action or inaction;
 6 or

7 (B) the failure of the United States cor-
 8 poration to pursue or create a general public
 9 benefit.

10 (4) LIMITATION ON STANDING.—Neither a di-
 11 rector nor an officer of a United States corporation
 12 shall have any duty to a person that is a beneficiary
 13 of the general public benefit purpose of the United
 14 States corporation because of the status of the per-
 15 son as such a beneficiary.

16 (5) BUSINESS JUDGMENTS.—A director or an
 17 officer of a United States corporation who makes a
 18 business judgment in good faith shall be deemed to
 19 have fulfilled the duty of the director under para-
 20 graph (1) or the officer under paragraph (2), as ap-
 21 plicable, if the director or officer—

22 (A) is not interested in the subject of the
 23 business judgment;

24 (B) is informed with respect to the subject
 25 of the business judgment to an extent that the

1 director reasonably believes to be appropriate
 2 under the circumstances; and

3 (C) rationally believes that the business
 4 judgment is in the best interests of the United
 5 States corporation.

6 (d) RIGHT OF ACTION.—

7 (1) LIMITATION ON LIABILITY OF CORPORA-
 8 TION.—A United States corporation shall not be lia-
 9 ble for monetary damages under this section for any
 10 failure of the United States corporation to pursue or
 11 create a general public benefit.

12 (2) STANDING.—A proceeding to enforce the re-
 13 quirements of this section may be commenced or
 14 maintained only—

15 (A) directly by the United States corpora-
 16 tion to which the proceeding applies; or

17 (B) derivatively, under the laws of the
 18 State in which the United States corporation is
 19 organized, by a person, or a group of persons,
 20 that own—

21 (i) beneficially or of record not less
 22 than 2 percent of the total number of
 23 shares of a class or series outstanding at
 24 the time of the act or omission that is the
 25 subject of the proceeding; or

1 (ii) beneficially or of record not less
 2 than 5 percent of the outstanding equity
 3 interests in an entity of which the United
 4 States corporation is a subsidiary at the
 5 time of the act or omission that is the sub-
 6 ject of the proceeding.

7 (3) RULE OF CONSTRUCTION REGARDING BEN-
 8 EFICIAL OWNERSHIP.—For the purposes of this sub-
 9 section, a person shall be construed to be the bene-
 10 ficial owner of shares or equity interests if the
 11 shares or equity interests are held in a voting trust
 12 or by a nominee on behalf of the person.

13 (e) APPLICATION.—

14 (1) RULE OF CONSTRUCTION REGARDING GEN-
 15 ERAL CORPORATE LAW.—Nothing in this section
 16 may be construed to affect any provision of law that
 17 is applicable to a corporation, body corporate, body
 18 politic, joint stock company, or limited liability com-
 19 pany, as applicable, that is not a United States cor-
 20 poration.

21 (2) APPLICABILITY OF OTHER LAWS.—

22 (A) STATE LAW.—Except as otherwise pro-
 23 vided in this section, the law of the State in
 24 which a United States corporation is organized

1 shall apply with respect to the United States
2 corporation.

3 (B) FEDERAL LAW.—If any provision of
4 Federal law is inconsistent with the require-
5 ments of this section with respect to a United
6 States corporation, the requirements of this sec-
7 tion shall supersede that provision.

8 (3) ORGANIC RECORDS.—A provision of the ar-
9 ticles of incorporation in the State in which a United
10 States corporation is incorporated, if applicable, or
11 in the bylaws of a United States corporation may
12 not limit, be inconsistent with, or supersede a provi-
13 sion of this section.

14 **SEC. 6. BOARD REPRESENTATION.**

15 (a) RULEMAKING.—Not later than 1 year after the
16 date of enactment of this Act, the Securities and Ex-
17 change Commission, in consultation with the National
18 Labor Relations Board, shall issue rules to ensure that—

19 (1) director elections at United States corpora-
20 tions are fair and democratic;

21 (2) employee representation is meaningful and
22 appropriate, taking into consideration—

23 (A) diversity of race, ethnicity, gender, sex-
24 ual orientation, and gender identity; and

1 (B) the affiliation to historically underrep-
2 resented groups, including veterans of the
3 Armed Forces and individuals with disabilities;

4 (3) covered employees that serve as a director
5 of a United States corporation may be dismissed
6 only for just cause; and

7 (4) covered employees receive any disclosure re-
8 quired to be made by the United States corporation
9 to shareholders under the Securities Exchange Act
10 of 1934 (15 U.S.C. 78a et seq.).

11 (b) UNITED STATES CORPORATION ELECTIONS.—

12 (1) IN GENERAL.—Not less than $\frac{2}{5}$ of the di-
13 rectors of a United States corporation shall be elect-
14 ed by the covered employees of the United States
15 corporation using an election process that complies
16 with the requirements of the rules issued under sub-
17 section (a).

18 (2) EFFECTIVE DATE.—Paragraph (1) shall
19 take effect on the date that is 1 year after the date
20 on which the Securities and Exchange Commission
21 issues the rules required under subsection (a).

22 (c) ENFORCEMENT.—

23 (1) SECURITIES AND EXCHANGE COMMIS-
24 SION.—The Securities and Exchange Commission, in
25 consultation with the National Labor Relations

1 Board, shall ensure that the elections described in
2 subsection (b)(1) comply with the requirements of
3 the rules issued by the Commission under subsection
4 (a).

5 (2) DEPARTMENT OF LABOR.—

6 (A) IN GENERAL.—The Secretary of Labor
7 shall coordinate with the Office to ensure that
8 the representation of the boards of directors of
9 United States corporations comply with the re-
10 quirements under subsection (b).

11 (B) PENALTIES.—If the representation
12 with respect to the board of directors of a
13 United States corporation fails to comply with
14 the requirements under subsection (b) for a pe-
15 riod that is not less than 180 consecutive
16 days—

17 (i) the Secretary of Labor—

18 (I) shall assess a civil money pen-
19 alty against the United States cor-
20 poration in an amount that is not less
21 than \$50,000 and not more than
22 \$100,000 for each day that such rep-
23 resentation is not in compliance with
24 those requirements, including for each
25 day during that 180-day period; and

1 (II) may collect the penalty de-
 2 scribed in subclause (I) beginning on
 3 the day after the date on which that
 4 180-day period ends; and
 5 (ii) the Office may revoke the charter
 6 of the United States corporation.

7 **SEC. 7. EXECUTIVE COMPENSATION.**

8 (a) DEFINITIONS.—In this section:

9 (1) COVERED PERSON.—The term “covered
 10 person” means an officer or a director of a United
 11 States corporation.

12 (2) EQUITY SECURITY.—The term “equity secu-
 13 rity” has the meaning given the term in section 3(a)
 14 of the Securities Exchange Act of 1934 (15 U.S.C.
 15 78c(a)).

16 (3) RULE 10B–18 PURCHASE.—The term “Rule
 17 10b–18 purchase” has the meaning given the term
 18 in section 240.10b–18(a) of title 17, Code of Federal
 19 Regulations, as in effect on the date of enactment of
 20 this Act.

21 (4) SUBJECT SECURITY.—The term “subject
 22 security” means any—

23 (A) equity security of a United States cor-
 24 poration; or

1 (B) security, the value of which is derived
 2 from, or that otherwise relates to, an equity se-
 3 curity described in subparagraph (A).

4 (b) SALE OF SUBJECT SECURITIES.—

5 (1) PROHIBITIONS.—Subject to paragraph (2),
 6 no covered person with respect to a United States
 7 corporation may—

8 (A) during the 5-year period that begins
 9 on the date on which the covered person first
 10 owns or beneficially owns a subject security
 11 with respect to that United States corporation
 12 (or an affiliate of that United States corpora-
 13 tion), sell, transfer, pledge, assign, alienate, or
 14 hypothecate, in exchange for value, that subject
 15 security, other than—

16 (i) in connection with the sale of the
 17 United States corporation or the affiliate,
 18 as applicable; or

19 (ii) through—

20 (I) a will; or

21 (II) the laws of descent or dis-
 22 tribution; or

23 (B) during the 3-year period that begins
 24 on the date on which that United States cor-
 25 poration, or an affiliate of that United States

1 corporation, effects a Rule 10b–18 purchase,
2 sell any subject security with respect to that
3 United States corporation.

4 (2) APPLICATION.—The prohibition under para-
5 graph (1) shall not apply with respect to any subject
6 security that a covered person owns or beneficially
7 owns on the day before the date of enactment of this
8 Act.

9 (c) ENFORCEMENT.—The Securities and Exchange
10 Commission may impose on any covered person that vio-
11 lates subsection (b) a civil penalty in an amount that is—

12 (1) not less than the fair market value of the
13 subject securities of which the covered person dis-
14 poses in violation of that subsection, as measured on
15 the date on which the covered person makes the dis-
16 position; and

17 (2) not more than the amount that is 3 times
18 the fair market value of the subject securities of
19 which the covered person disposes in violation of
20 that subsection, as measured on the date on which
21 the covered person makes the disposition.

22 (d) RULE OF CONSTRUCTION.—For the purposes of
23 this section, a subject security is beneficially owned by a
24 covered person if—

1 (1) the subject security is held in the name of
2 a bank, broker, or nominee for the account of the
3 covered person;

4 (2) the subject security is held as a joint ten-
5 ant, tenant in common, or tenant by the entirety or
6 as community property by the covered person; or

7 (3) the covered person has a pecuniary interest,
8 by reason of any contract, understanding, or rela-
9 tionship, including an immediate family relationship
10 or arrangement, in subject securities held in the
11 name of another person.

12 **SEC. 8. POLITICAL SPENDING.**

13 (a) DEFINITIONS.—In this section:

14 (1) ELECTIONEERING COMMUNICATION.—The
15 term “electioneering communication” has the mean-
16 ing given the term in section 304(f)(3) of the Fed-
17 eral Election Campaign Act of 1971 (52 U.S.C.
18 30104(f)(3)), except that the term “any public com-
19 munication” shall be substituted for “any broadcast,
20 cable, or satellite communication” in the matter pre-
21 ceding subclause (I) of subparagraph (A)(i) of such
22 section 304(f)(3).

23 (2) INDEPENDENT EXPENDITURE.—The term
24 “independent expenditure” means an expenditure, as
25 that term is defined in section 301 of the Federal

1 Election Campaign Act of 1971 (52 U.S.C. 30101),
 2 by a person that expressly advocates the election or
 3 defeat of a clearly identified candidate, or is the
 4 functional equivalent of express advocacy because,
 5 when taken as a whole, the expenditure can be inter-
 6 preted by a reasonable person only as advocating the
 7 election or defeat of a candidate, taking into account
 8 whether the communication involved—

9 (A) mentions a candidacy, a political party,
 10 or a challenger to a candidate; or

11 (B) takes a position on character, quali-
 12 fications, or fitness for office of a candidate.

13 (3) POLITICAL EXPENDITURE IN SUPPORT OF
 14 OR IN OPPOSITION TO ANY CANDIDATE FOR FED-
 15 ERAL, STATE, OR LOCAL PUBLIC OFFICE.—The term
 16 “political expenditure in support of or in opposition
 17 to any candidate for Federal, State, or local public
 18 office” means an expenditure or series of expendi-
 19 tures totaling more than \$10,000 for any single can-
 20 didate during any single election that—

21 (A)(i) is an independent expenditure; or

22 (ii) with respect to a candidate for State or
 23 local public office, would be treated as an inde-
 24 pendent expenditure if the candidate were a
 25 candidate for Federal public office;

1 (B)(i) is an electioneering communication;

2 or

3 (ii) with respect to a candidate for State or
4 local public office, would be treated as an elec-
5 tioneering communication if the candidate were
6 a candidate for Federal public office; or

7 (C) are dues or other payments, disburse-
8 ments, or transfers to any other person that—

9 (i) are, or could reasonably be antici-
10 pated to be, used or transferred to another
11 association or organization for the pur-
12 poses described in subparagraph (A) or
13 (B); and

14 (ii) are not investments or payments,
15 disbursements, or transfers made in com-
16 mercial transactions in the ordinary course
17 of any trade or business.

18 (b) SHAREHOLDER AND DIRECTOR APPROVAL.—A
19 United States corporation may not make a political ex-
20 penditure in support of or in opposition to any candidate
21 for Federal, State, or local public office unless—

22 (1) not less than 75 percent of the shareholders
23 of the corporation and not less than 75 percent of
24 the directors of the corporation approve of the ex-
25 penditure; and

1 (2) the approvals required under paragraph (1)
2 occur—

3 (A) before the date on which the expendi-
4 ture is made or obligated; and

5 (B) after the date on which the share-
6 holders and directors described in that para-
7 graph have been informed regarding the precise
8 nature of the proposed expenditure, including—

9 (i) the amount of the proposed ex-
10 penditure; and

11 (ii) the candidate and election to
12 which the proposed expenditure relates.

13 (c) ENFORCEMENT.—

14 (1) SHAREHOLDER SUIT.—A shareholder of a
15 United States corporation may bring a civil action in
16 an appropriate district court of the United States to
17 enjoin a United States corporation from making a
18 political expenditure in support of or in opposition to
19 any candidate for Federal, State, or local public of-
20 fice that violates the requirements under subsection
21 (b).

22 (2) REVOCATION OF CHARTER.—The Office
23 may revoke the charter of a United States corpora-
24 tion that knowingly or repeatedly violates the re-
25 quirements under subsection (b).

1 **SEC. 9. PETITION FOR REVOCATION OF CHARTER.**

2 (a) FILING OF REVOCATION PETITION.—The attor-
 3 ney general of a State may file a petition with the Office
 4 to revoke the charter of a United States corporation that
 5 is organized in that State or that does business in that
 6 State.

7 (b) TIMING OF RESPONSE AND DECISION.—If a rev-
 8 ocation petition is filed under subsection (a) with respect
 9 to a United States corporation—

10 (1) not later than 180 days after the date on
 11 which the petition is filed, the United States cor-
 12 poration may file a response that explains why re-
 13 voking the charter of the United States corporation
 14 is not justified in consideration of the factors de-
 15 scribed in subsection (c)(2); and

16 (2) the Director shall issue a ruling with re-
 17 spect to the petition not later than 180 days after
 18 the earlier of the date that is—

19 (A) 180 days after the date on which the
 20 petition is filed; or

21 (B) the date on which the corporation files
 22 a response under paragraph (1).

23 (c) GRANTING REVOCATION PETITION.—

24 (1) IN GENERAL.—The Director, with the ap-
 25 proval of the Secretary of Commerce, and after con-
 26 sideration of the factors described in paragraph (2),

1 may grant a revocation petition that is filed under
2 subsection (a).

3 (2) FACTORS.—In determining whether to
4 grant a revocation petition under paragraph (1) with
5 respect to a United States corporation, the Director
6 shall consider whether the United States corpora-
7 tion—

8 (A) has engaged in repeated, egregious,
9 and illegal misconduct that has caused signifi-
10 cant harm to—

11 (i) the customers, employees, share-
12 holders, or business partners of the United
13 States corporation; or

14 (ii) the communities in which the
15 United States corporation operates; and

16 (B) has not undertaken measures to ad-
17 dress the causes of the misconduct described in
18 subparagraph (A), such as terminating the em-
19 ployment of any officer or executive of the
20 United States corporation who oversaw that
21 misconduct.

22 (3) REVIEW OF GRANTING OF PETITION.—A
23 decision by the Director to grant a revocation peti-
24 tion under this subsection—

1 (A) shall be subject to judicial review
2 under section 706 of title 5, United States
3 Code; and

4 (B) shall not be subject to the procedure
5 for congressional disapproval under section 802
6 of title 5, United States Code.

7 (d) REVOCATION OF CHARTER.—If the Director
8 grants a revocation petition under subsection (c) with re-
9 spect to a United States corporation, the Office shall re-
10 voke the charter of that corporation, which shall be effec-
11 tive beginning on the date that is 1 year after the date
12 on which the Director grants the petition.

13 (e) RULEMAKING.—The Director may issue any rules
14 that are necessary to carry out this section.

15 **SEC. 10. SEVERABILITY.**

16 If any provision of this Act, or any application of that
17 provision to any person or circumstance, is held to be in-
18 valid, the remainder of the provisions of this Act and the
19 application of any such provision to any other person or
20 circumstance shall not be affected.

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