



State of Wisconsin
2015 - 2016 LEGISLATURE

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**SENATE AMENDMENT 10,
TO ASSEMBLY BILL 387**

November 6, 2015 - Offered by Senators WIRCH, HANSEN, LASSA, SHILLING, CARPENTER, L. TAYLOR, C. LARSON, RINGHAND, BEWLEY, HARRIS DODD, VINEHOUT and RISSER.

1 At the locations indicated, amend the engrossed bill as follows:

2 **1.** Page 124, line 25: after that line insert:

3 **“SECTION 61d.** 180.0750 of the statutes is created to read:

4 **180.0750 Shareholder objection to corporate political expenditures.**

5 **(1)** In this section, “disbursement” has the meaning given in s. 11.0101 (10).

6 **(2)** (a) For each corporate fiscal year, before making any disbursement, a
7 corporation shall give written notice to its shareholders of its intent to make one or
8 more disbursements during that fiscal year. The corporation is required to give only
9 one notice under this paragraph for each corporate fiscal year, which notice may
10 coincide with notice of the corporation’s annual shareholders’ meeting.

11 (b) For purposes of par. (a), a corporation may establish a record date for
12 determining the shareholders entitled to notice under par. (a).

1 (c) The notice under par. (a) shall be dated and shall include a form that the
2 shareholder may complete and return to the corporation to express objection to any
3 disbursement during the applicable fiscal year. This form shall clearly identify the
4 applicable address for returning the form by U.S. mail and any other acceptable
5 method for return of the form.

6 (3) Any shareholder receiving notice under sub. (2) may object to the
7 corporation's making of disbursements during the applicable fiscal year by
8 completing the form specified in sub. (2) (c) and returning it to the corporation within
9 30 days after the date stated on the notice.

10 (4) (a) Not later than 3 months after the end of each corporate fiscal year, a
11 corporation shall calculate the total value of its expenditures for disbursements
12 made during that fiscal year.

13 (b) If a corporation receives a timely objection from a shareholder under sub.
14 (3), within 4 months after the end of the fiscal year for which the objection applies,
15 the corporation shall do all of the following:

16 1. Notwithstanding s. 180.0640, make payment to the objecting shareholder of
17 an amount determined by multiplying the total value of corporate expenditures for
18 disbursements calculated under par. (a) by the objecting shareholder's percentage of
19 ownership in the corporation. For purposes of this subdivision, the objecting
20 shareholder's percentage of ownership is determined according to the number of
21 shares held by the objecting shareholder as of the record date under sub. (2) (b) or,
22 if there is none, as of the date of the notice under sub. (2) (a), divided by the total
23 number of issued and outstanding shares of the corporation.

1 2. Provide the objecting shareholder with the corporation's calculation under
2 par. (a), along with detailed information as to the method and figures used in making
3 the calculation.

4 **SECTION 61e.** 180.1540 of the statutes is created to read:

5 **180.1540 Shareholder objection to corporate political expenditures.**

6 **(1)** In this section:

7 (a) "Disbursement" has the meaning given in s. 11.0101 (10) but is limited to
8 political activity or political purposes related to this state.

9 (b) "Foreign corporation" means a foreign corporation authorized to transact
10 business in this state.

11 (c) "Shareholder" means a foreign corporation's shareholder that is a resident
12 of this state.

13 **(2)** (a) For each corporate fiscal year, before making any disbursement, a
14 foreign corporation shall give written notice to its shareholders of its intent to make
15 one or more disbursements during that fiscal year. The foreign corporation is
16 required to give only one notice under this paragraph for each corporate fiscal year,
17 which notice may coincide with notice of the foreign corporation's annual
18 shareholders' meeting.

19 (b) For purposes of par. (a), a foreign corporation may establish a record date
20 for determining the shareholders entitled to notice under par. (a).

21 (c) The notice under par. (a) shall be dated and shall include a form that the
22 shareholder may complete and return to the foreign corporation to express objection
23 to any disbursement during the applicable fiscal year. This form shall clearly
24 identify the applicable address for returning the form by U.S. mail and any other
25 acceptable method for return of the form.

1 **(3)** Any shareholder receiving notice under sub. (2) may object to the foreign
2 corporation's making of disbursements during the applicable fiscal year by
3 completing the form specified in sub. (2) (c) and returning it to the foreign corporation
4 within 30 days after the date stated on the notice.

5 **(4)** (a) Not later than 3 months after the end of each corporate fiscal year, a
6 foreign corporation shall calculate the total value of its expenditures for
7 disbursements made during that fiscal year.

8 (b) If a foreign corporation receives a timely objection from a shareholder under
9 sub. (3), within 4 months after the end of the fiscal year for which the objection
10 applies, the foreign corporation shall do all of the following:

11 1. Notwithstanding s. 180.1505 (3) and any restriction under the law of the
12 foreign corporation's jurisdiction of formation, make payment to the objecting
13 shareholder of an amount determined by multiplying the total value of corporate
14 expenditures for disbursements calculated under par. (a) by the objecting
15 shareholder's percentage of ownership in the foreign corporation. For purposes of
16 this subdivision, the objecting shareholder's percentage of ownership is determined
17 according to the number of shares held by the objecting shareholder as of the record
18 date under sub. (2) (b) or, if there is none, as of the date of the notice under sub. (2)
19 (a), divided by the total number of issued and outstanding shares of the foreign
20 corporation.

21 2. Provide the objecting shareholder with the foreign corporation's calculation
22 under par. (a), along with detailed information as to the method and figures used in
23 making the calculation.”.

24 **2.** Page 128, line 14: after that line insert:

