

Senate Commerce and Labor Committee 1

Amendment No. 1 to SB1505

Johnson
Signature of Sponsor

AMEND Senate Bill No. 1505*

House Bill No. 1442

by deleting SECTION 13 and substituting instead the following:

SECTION 13. Tennessee Code Annotated, Section 48-51-304(b), is amended by deleting “§ 48-51-303(a)(3)-(7), (17), (18), (22), (28), (30) and (31)” and substituting instead “§ 48-51-303(a)(3)-(7), (16), (20), (21), (25), (31), (33), (34)”.

AND FURTHER AMEND by deleting the language “(C)” in the directory language of SECTION 18 and substituting instead the language “(A)(iii)”.

AND FURTHER AMEND by deleting the following language from SECTION 19:

(6) That the liability of a director of a corporation that is not a public benefit corporation may be eliminated or limited by a provision of the charter that a director shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (A) The amount of a financial benefit received by the director to which the director is not entitled;
- (B) An intentional infliction of harm;
- (C) A violation of § 48-58-302; or
- (D) An intentional violation of criminal law.

AND FURTHER AMEND by deleting SECTION 32 and substituting instead the following:

SECTION 32. Tennessee Code Annotated, Section 48-58-101, is amended by adding the following new subsection:

- (d) The charter of a public benefit corporation may authorize no less than three (3) natural persons to exercise some or all of the powers which would otherwise be

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exercised by a board. To the extent so authorized, any and all such persons shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities; provided, however, that if the charter of a public benefit corporation that is in existence and not administratively dissolved on January 1, 2015, contains a provision on January 1, 2015, that authorizes less than three (3) natural persons or an entity or entities to exercise some or all of the powers which would otherwise be exercised by a board, that provision shall remain valid and effective until the first to occur of the date:

(1) That the provision is amended or modified to conform with this section of the act;

(2) The last of such person or persons ceasing to serve in that capacity;

or

(3) The dissolution, resignation or removal of such entity or entities.

AND FURTHER AMEND by deleting the language “(6)” in SECTION 60 and substituting instead the language ().

AND FURTHER AMEND by deleting “domestic for-profit” and substituting instead “domestic non-profit” from the first sentence in subsection (a) in § 48-61-118 in the amendatory language of SECTION 73.

AND FURTHER AMEND by deleting SECTION 24 and redesignating existing sections accordingly.

AND FURTHER AMEND by adding the following new sections:

SECTION 94. Tennessee Code Annotated, Section 48-69-122(a), is amended by deleting "48-58-304" and substituting instead "48-58-303".

SECTION 95. Tennessee Code Annotated, Section 48-101-806(a), is amended by deleting "48-58-304" and substituting instead "48-58-303".

SECTION 96. Tennessee Code Annotated, Section 48-101-705(a), is amended by deleting "48-58-304".