



Sen. Christopher Belt

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10100HB3394sam001

LRB101 11207 JLS 60182 a

1 AMENDMENT TO HOUSE BILL 3394

2 AMENDMENT NO. \_\_\_\_\_. Amend House Bill 3394 by replacing  
3 everything after the enacting clause with the following:

4 "Section 5. The Business Corporation Act of 1983 is amended  
5 by adding Section 8.12 as follows:

6 (805 ILCS 5/8.12 new)

7 Sec. 8.12. African American, Latino, female directors  
8 required.

9 (a) The General Assembly finds that women and minorities  
10 are still largely underrepresented in positions of corporate  
11 authority, such as serving as a director on a corporation's  
12 board of directors. This low representation could be  
13 contributing to the disparity seen in wages made by females and  
14 minorities versus their white male counterparts. Greater  
15 representation of these individuals as directors on boards of  
16 directors for publicly held domestic and foreign corporations

1 will boost the Illinois economy, improve opportunities for  
2 women and minorities in the workplace, and foster an  
3 environment in Illinois where the business community is  
4 representative of our citizens.

5 (b) "African American" means a citizen with at least  
6 partial Sub-Saharan African ancestry and who self-identifies  
7 as being African American.

8 "Annual report" means the report submitted annually to the  
9 Secretary of State pursuant to this Act.

10 "Female" means an individual who self-identifies her  
11 gender as a woman, without regard to the individual's  
12 designated sex at birth.

13 "Latino" means a citizen with at least partial Latin  
14 American or Spanish ancestry and who self-identifies as being  
15 Latino or Latina.

16 "Publicly held domestic or foreign corporation" means a  
17 corporation with outstanding shares listed on a major United  
18 States stock exchange.

19 (c) No later than December 31, 2020, a publicly held  
20 domestic or foreign corporation whose principal executive  
21 offices, according to the corporation's annual report, are  
22 located in Illinois, shall have a minimum of one female  
23 director, one African American director, and one Latino  
24 director on its board of directors. A corporation may increase  
25 the number of directors on its board to comply with this  
26 Section. For the purposes of this Section, one individual may

1 satisfy one or more of the required classifications.

2 (d) No later than January 1, 2021, a corporation required  
3 to file an annual report under this Act shall state whether it  
4 is a publicly held domestic or foreign corporation with its  
5 principal executive office located in Illinois.

6 (e) No later than January 1, 2021, a publicly held domestic  
7 or foreign corporation shall state in its annual report if,  
8 during the 12 months preceding the filing of the annual report,  
9 it had at least one:

10 (1) female director on its board of directors;

11 (2) African American director on its board of  
12 directors; and

13 (3) Latino director on its board of directors.

14 (f) No later than March 1, 2022, and every March 1  
15 thereafter, the Secretary of State shall publish a report on  
16 its website setting forth the following information:

17 (1) The total number of publicly held domestic or  
18 foreign corporations in Illinois, and the number of  
19 publicly held domestic or foreign corporations that had at  
20 least one:

21 (A) female director on its board of directors;

22 (B) African American director on its board of  
23 directors; and

24 (C) Latino director on its board of directors.

25 (2) To the extent the information is available, the  
26 number of publicly held domestic or foreign corporations

1       that moved their United States headquarters to Illinois  
2       from another state or out of Illinois into another state  
3       during the preceding calendar year.

4       (3) To the extent the information is available, the  
5       number of publicly held domestic or foreign corporations  
6       that were subject to this Section during the preceding  
7       year, but are no longer publicly traded.

8       (g) The Secretary of State may adopt rules to implement  
9       this Section.

10       (h) The Secretary of State may impose penalties not to  
11       exceed \$10,000 for failure to timely file information pursuant  
12       to this Section.

13       (i) For a first violation of subsection (c), a publicly  
14       held domestic or foreign corporation shall be subject to a  
15       civil penalty not to exceed \$100,000. For a second or  
16       subsequent violation, a publicly held domestic or foreign  
17       corporation shall be subject to a civil penalty not to exceed  
18       \$300,000. For the purposes of this subsection, each director  
19       seat required by this Section to be held by a female, African  
20       American, or Latino director that is not held by a female,  
21       African American, or Latino during at least one point of a  
22       calendar year shall constitute a violation. The Attorney  
23       General is authorized to bring proceedings to recover all  
24       amounts due to the State under this Section.

25       (j) Penalties collected pursuant to this Section shall be  
26       available, upon appropriation by the General Assembly, for use

1 by the Secretary of State to offset the cost of administering  
2 this Section."