

# HOUSE BILL NO. 4597

March 25, 2021, Introduced by Reps. Kuppala, Cavanaugh, Peterson, Anthony, Brixie, Clemente, Stone, Young, Pohutsky, O'Neal, Thanedar, Hope, Brabec, Brenda Carter, Neeley, Haadsma, Weiss, Koleszar, Bolden, Garza, Tyrone Carter, Scott, Ellison, Lasinski and Jones and referred to the Committee on Workforce, Trades, and Talent.

A bill to amend 1972 PA 284, entitled  
"Business corporation act,"  
by amending section 911 (MCL 450.1911), as amended by 2012 PA 569,  
and by adding section 912.

**THE PEOPLE OF THE STATE OF MICHIGAN ENACT:**

1           Sec. 911. (1) A domestic corporation and each foreign  
2 corporation **that is** subject to chapter 10 shall file a report with  
3 the administrator no later than May 15 of each year. The report  
4 ~~shall~~ **must** be on a form approved by the administrator, signed by an

1 authorized officer or agent of the corporation, and contain all of  
2 the following information:

3 (a) The name of the corporation.

4 (b) The name of its resident agent and address of its  
5 registered office in this state.

6 (c) The names and addresses of its president, secretary,  
7 treasurer, and directors.

8 (d) General nature and kind of business in which the  
9 corporation is engaged.

10 (e) For each foreign corporation authorized to transact  
11 business in this state, the total number of authorized shares and  
12 the most recent percentage used in computation of the tax required  
13 ~~by~~**under** the Michigan business tax act, 2007 PA 36, MCL 208.1101 to  
14 208.1601.

15 (f) For each professional corporation, the names and addresses  
16 of its shareholders and a certification that both of the following  
17 are met:

18 (i) Each shareholder is a licensed ~~person~~**individual** in 1 or  
19 more of the professional services provided by the professional  
20 corporation.

21 (ii) The corporation meets the other requirements of chapter  
22 2A.

23 **(g) The statement described in section 912.**

24 (2) A corporation **that is** formed or authorized to do business  
25 on or after January 1 and before May 16 of a calendar year is not  
26 required to file the report described in subsection (1) for that  
27 calendar year.

28 (3) If there are no changes in the information provided in the  
29 last filed report required under subsection (1), the corporation

1 may file a report, **on a form approved by the administrator**, that  
2 certifies to the administrator that no changes in the required  
3 information have occurred since the last filed report. A ~~report~~  
4 ~~filed under this subsection shall be on a form approved by the~~  
5 ~~administrator and filed~~ **corporation must file a report under this**  
6 **subsection** no later than the date required under ~~section~~  
7 ~~911~~ **subsection (1) and include with the report the statement**  
8 **described in section 912.**

9       **Sec. 912. (1) A domestic corporation or foreign corporation**  
10 **that is subject to chapter 10 shall include 1 of the following with**  
11 **each report it files under section 911:**

12       **(a) If it has female representation on its board that meets**  
13 **any of the following, a statement that describes the gender**  
14 **composition of the board:**

15       **(i) If the number of directors is 6 or more, at least 3 are**  
16 **female.**

17       **(ii) If the number of directors is 5, at least 2 are female.**

18       **(iii) If the number of directors is 4 or fewer, at least 1 is**  
19 **female.**

20       **(b) If it does not have female representation on its board**  
21 **that meets subdivision (a) (i), (ii), or (iii), as applicable, a**  
22 **statement that includes each of the following:**

23       **(i) The number and percentage of female directors on the board,**  
24 **on any committees of the board, and in executive positions with the**  
25 **domestic or foreign corporation.**

26       **(ii) Whether the domestic or foreign corporation has a policy**  
27 **concerning female representation on the board, including, but not**  
28 **limited to, a policy for identifying and nominating female board**  
29 **candidates, or an explanation of why it does not have a policy**

1 concerning female representation on the board.

2 (iii) If the domestic or foreign corporation has adopted a  
3 policy described in subparagraph (ii), a description of its  
4 objectives and key provisions, the measures taken to ensure its  
5 implementation, the progress made on achieving objectives, and  
6 whether and how the effectiveness of the policy is measured.

7 (iv) A description of any consideration by the board or any  
8 committee of the board of female representation in the  
9 identification and selection process applicable to directors, or an  
10 explanation of why the issue was not considered, including, but not  
11 limited to, whether the domestic or foreign corporation considers  
12 the level of female representation on corporate boards in  
13 identifying and nominating candidates, and if not, why not.

14 (v) A description of the consideration given to female  
15 representation in executive positions when making appointments, or  
16 an explanation of why the issue was not considered.

17 (vi) A description of any targets voluntarily adopted by the  
18 domestic or foreign corporation concerning female representation on  
19 the board or in executive positions, or an explanation for the  
20 absence of those targets.

21 (2) As used in this section:

22 (a) "Executive positions" means the officers, directors, or  
23 trustees of a domestic or foreign corporation or any other  
24 individuals who have similar status or perform similar functions  
25 for that corporation.

26 (b) "Female" means an individual who self-identifies her  
27 gender as a woman, without regard to the individual's designated  
28 sex at birth.

29 Enacting section 1. This amendatory act takes effect 90 days

**1** after the date it is enacted into law.