

HOUSE No. 767

The Commonwealth of Massachusetts

PRESENTED BY:

Michael S. Day

To the Honorable Senate and House of Representatives of the Commonwealth of Massachusetts in General Court assembled:

The undersigned legislators and/or citizens respectfully petition for the adoption of the accompanying bill:

An Act to strengthen civil rights.

PETITION OF:

NAME:	DISTRICT/ADDRESS:	DATE ADDED:
<i>Michael S. Day</i>	<i>31st Middlesex</i>	<i>1/18/2017</i>
<i>Claire D. Cronin</i>	<i>11th Plymouth</i>	<i>2/2/2017</i>
<i>Daniel Cullinane</i>	<i>12th Suffolk</i>	<i>2/2/2017</i>
<i>Michelle M. DuBois</i>	<i>10th Plymouth</i>	<i>2/1/2017</i>
<i>Lori A. Ehrlich</i>	<i>8th Essex</i>	<i>2/2/2017</i>
<i>Denise C. Garlick</i>	<i>13th Norfolk</i>	<i>2/2/2017</i>
<i>Kenneth I. Gordon</i>	<i>21st Middlesex</i>	<i>1/30/2017</i>
<i>Paul R. Heroux</i>	<i>2nd Bristol</i>	<i>2/2/2017</i>
<i>David Paul Linsky</i>	<i>5th Middlesex</i>	<i>1/31/2017</i>
<i>Jay D. Livingstone</i>	<i>8th Suffolk</i>	<i>2/3/2017</i>
<i>David M. Rogers</i>	<i>24th Middlesex</i>	<i>2/3/2017</i>
<i>José F. Tosado</i>	<i>9th Hampden</i>	<i>1/24/2017</i>
<i>Chris Walsh</i>	<i>6th Middlesex</i>	<i>2/2/2017</i>

HOUSE No. 767

By Mr. Day of Stoneham, a petition (accompanied by bill, House, No. 767) of Michael S. Day and others relative to discrimination based on religious beliefs or moral convictions of corporations. The Judiciary.

The Commonwealth of Massachusetts

**In the One Hundred and Ninetieth General Court
(2017-2018)**

An Act to strengthen civil rights.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

1 SECTION 1: Section 3.02 of Chapter 156D of the Massachusetts General Laws is hereby
2 amended in subsection (1) by adding the following language after the word “name;”

3 except as provided in subsection (c) below;

4 SECTION 2: Section 3.02 of Chapter 156D of the Massachusetts General Laws is hereby
5 amended by adding the following language after subsection (b);

6 (c) The powers of a business corporation do not include assertion, based on the purported
7 religious belief or moral conviction on the part of the corporation, its officers, or directors, of
8 exemptions from, or claims or defenses against, federal or state law prohibiting discrimination,
9 as applied to conduct, activities, or transactions occurring wholly or partly within the
10 commonwealth.

11 (d) In any court proceeding concerning conduct, activities, or transactions that are alleged
12 to violate both state law prohibiting discrimination, including but not limited to chapters 149,
13 151B, or 272, and federal law addressing the same conduct, activities, or transactions, and for
14 which a business corporation organized under this chapter has asserted exemptions, claims, or
15 defenses under federal law that are excluded from the powers of a business corporation under
16 subsection (c), the president and treasurer of such corporation and any officers or agents having
17 the management of such corporation shall be jointly and severally liable for all liabilities arising
18 under state law from such conduct, activities, or transactions.

19 SECTION 3: Section 15.05 of Chapter 156D of the Massachusetts General Laws is
20 hereby amended by striking out subsections (b) and (c) and inserting in place thereof the
21 following subsections:

22 Section 15.05. EFFECT OF FILING OF CERTIFICATE

23 (b) A foreign corporation authorized to do business in the commonwealth has the same
24 but no greater rights and has the same but no greater privileges as, and except as otherwise
25 provided by this chapter is subject to the same duties, restrictions, penalties, and liabilities now
26 or later imposed on, a domestic corporation of like character. The restriction in section 3.02(c)
27 shall apply to a foreign corporation authorized to do business in the commonwealth in the same
28 manner as a domestic corporation.

29 (c) Subject to the constitution of the commonwealth, a foreign corporation's organization
30 and internal affairs and the liability of its stockholders and directors shall be governed by the
31 laws of the jurisdiction under which it is organized, except that section 3.02(d) shall apply to a
32 foreign corporation in the same manner as a domestic corporation. A foreign corporation may

- 33 not be denied the authority to transact business in the commonwealth by reason of any difference
- 34 between such laws and the laws of the commonwealth.