

HOUSE BILL NO. HB0085

For-profit public benefit corporations.

Sponsored by: Select Committee on Blockchain, Financial  
Technology and Digital Innovation Technology

A BILL

for

1 AN ACT relating to corporations; providing for for-profit  
2 public benefit corporations; providing definitions;  
3 specifying requirements and applicability; imposing duties  
4 on boards of directors; and providing for an effective  
5 date.

6

7 *Be It Enacted by the Legislature of the State of Wyoming:*

8

9 **Section 1.** W.S. 17-32-101 through 17-32-110 are  
10 created to read:

11

12 CHAPTER 32

13 FOR-PROFIT PUBLIC BENEFIT CORPORATIONS SUPPLEMENT

14

15 ARTICLE 1

16 PROVISIONS

1

2           **17-32-101. Short title.**

3

4 This chapter shall be known and may be cited as the  
5 "Wyoming For-profit Public Benefit Corporations  
6 Supplement".

7

8           **17-32-102. Definitions.**

9

10           (a) As used in this chapter:

11

12                   (i) A "for-profit public benefit corporation" is  
13 a corporation operated for profit and organized under and  
14 subject to the requirements of this chapter that is  
15 intended to produce a public benefit and to operate in a  
16 responsible and sustainable manner. This definition does  
17 not apply to or modify "public benefit corporation" as  
18 defined in W.S. 17-19-140(a)(xxix);

19

20                   (ii) "Public benefit" means a positive effect or  
21 reduction of negative effects on one (1) or more categories  
22 of persons, entities, communities or interests, other than  
23 stockholders in their capacities as stockholders;

1

2 (iii) "Public benefit provisions" means the  
3 provisions of the articles of incorporation required by  
4 this chapter.

5

6 **17-32-103. Applicability; formation.**

7

8 (a) The Wyoming Business Corporation Act applies to  
9 for-profit public benefit corporations to the extent not  
10 inconsistent with the provisions of this chapter.

11

12 (b) This chapter applies to for-profit public benefit  
13 corporations. If any other type of corporation elects to  
14 become, or converts to, a for-profit public benefit  
15 corporation under this chapter in the manner prescribed in  
16 this chapter, it shall be subject in all respects to the  
17 provisions of this chapter.

18

19 **17-32-104. Contents of articles of incorporation.**

20

21 (a) In addition to any requirements set forth in W.S.  
22 17-16-202, in its articles of incorporation a for-profit  
23 public benefit corporation shall:

1

2 (i) Identify one (1) or more public benefits to  
3 be promoted by the corporation; and

4

5 (ii) State that it is a for-profit public  
6 benefit corporation.

7

8 (b) The name of the for-profit public benefit  
9 corporation may contain the words "public benefit  
10 corporation", or the abbreviation "P.B.C.", or the  
11 designation "PBC," which shall be deemed to satisfy the  
12 requirements of W.S. 17-16-401. Except as otherwise  
13 provided in this subsection, if the name does not contain  
14 "public benefit corporation", "P.B.C." or "PBC", the  
15 corporation shall, prior to issuing unissued shares of  
16 stock or disposing of treasury shares, provide notice to  
17 any person to whom the stock is issued or who acquires the  
18 treasury shares that it is a for-profit public benefit  
19 corporation. The notice required under this subsection need  
20 not be provided if the issuance or disposal is pursuant to  
21 an offering registered under the Securities Act of 1933 (15  
22 U.S.C. § 77r et seq.) or if, at the time of issuance or  
23 disposal, the corporation has a class of securities that is

1 registered under the Securities Exchange Act of 1934 (15  
2 U.S.C. § 78a et seq.).

3

4 **17-32-105. Nonprofit nonstock corporations.**

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6 A nonprofit corporation shall not be a constituent  
7 corporation to any merger or consolidation with a  
8 for-profit public benefit corporation or in which the  
9 articles of incorporation of the surviving corporation are  
10 amended to include a provision authorized by W.S.  
11 17-32-104(a)(i).

12

13 **17-32-106. Stock certificates; notices regarding**  
14 **uncertificated stock.**

15

16 Any stock certificate issued by a for-profit public benefit  
17 corporation shall note conspicuously that the corporation  
18 is a for-profit public benefit corporation formed pursuant  
19 to this chapter and that the directors of the for-profit  
20 public benefit corporation are required to balance the  
21 pecuniary interests of the stockholders and the public  
22 benefits identified in the corporation's articles of  
23 incorporation. Any notice given by a for-profit public

1 benefit corporation pursuant to W.S. 17-16-626(b) shall  
2 state conspicuously that the corporation is a for-profit  
3 public benefit corporation formed pursuant to this chapter.

4

5 **17-32-107. Duties of directors.**

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7 (a) The board of directors of a for-profit public  
8 benefit corporation shall manage or direct the business and  
9 affairs of the for-profit public benefit corporation in a  
10 manner that balances the pecuniary interests of the  
11 stockholders and the public benefits identified in its  
12 articles of incorporation.

13

14 (b) A director of a for-profit public benefit  
15 corporation shall not, by virtue of the public benefit  
16 provisions or W.S. 17-32-102(a)(i), have any duty to any  
17 person on account of any interest of the person in the  
18 public benefits identified in the articles of  
19 incorporation. With respect to a decision implicating the  
20 balance requirement in subsection (a) of this section, a  
21 director of a for-profit public benefit corporation shall  
22 be deemed to satisfy the director's fiduciary duties to  
23 stockholders and the corporation if the director's decision

1 is both informed and disinterested and such that a person  
2 of ordinary, sound judgment would approve.

3

4 (c) A director's ownership of or other interest in  
5 the stock of the for-profit public benefit corporation  
6 shall not alone, for the purposes of this section, create a  
7 conflict of interest on the part of the director with  
8 respect to the director's decision implicating the  
9 balancing requirement in subsection (a) of this section,  
10 except to the extent that the ownership or interest would  
11 create a conflict of interest if the corporation were not a  
12 for-profit public benefit corporation.

13

14 (d) In the absence of a conflict of interest, no  
15 failure to satisfy the balancing requirement in subsection  
16 (a) of this section shall, for the purposes of W.S.  
17 17-16-202(b)(iv) or 17-16-851 through 17-16-858, constitute  
18 an act or omission not in good faith or a breach of the  
19 duty of loyalty, unless the articles of incorporation so  
20 provide.

21

22 **17-32-108. Periodic statements and third-party**  
23 **certification.**

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2 (a) A for-profit public benefit corporation shall  
3 include in every notice of a meeting of stockholders a  
4 statement to the effect that it is a for-profit public  
5 benefit corporation formed pursuant to this chapter.

6

7 (b) A for-profit public benefit corporation shall not  
8 less than annually provide its stockholders with a  
9 statement as to the corporation's promotion of the public  
10 benefits identified in the articles of incorporation. The  
11 statement required by this subsection shall include all of  
12 the following:

13

14 (i) The objectives the board of directors has  
15 established to promote the public benefits and interests;

16

17 (ii) The standards the board of directors has  
18 adopted to measure the corporation's progress in promoting  
19 the benefits and interests and objective factual  
20 information based on those standards regarding the  
21 corporation's success in meeting the objectives for  
22 promoting the public benefits and interests;

23



1           (iii) An assessment of the corporation's success  
2 in meeting its objectives and promoting the public benefits  
3 and interests.

4

5           (c) The articles of incorporation or bylaws of a  
6 for-profit public benefit corporation may require that the  
7 corporation do any one (1) or more of the following:

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9           (i) Provide the statement described in  
10 subsection (b) of this section more frequently than  
11 annually;

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13           (ii) Make the statement described in subsection  
14 (b) of this section available to the public;

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16           (iii) Use a third-party standard in connection  
17 with or attain a periodic third-party certification  
18 addressing the corporation's promotion of the public  
19 benefits identified in the articles of incorporation.

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21           **17-32-109. Enforcement of balancing requirements.**

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1 Unless otherwise agreed to by the shareholders, any action  
2 to enforce the balancing requirement of W.S. 17-32-107(a),  
3 including any individual, derivative or any other type of  
4 proceeding, shall not be brought unless the plaintiffs in  
5 the proceeding own individually or collectively, as of the  
6 date of instituting the proceeding, at least two percent  
7 (2%) of the corporation's outstanding shares or, in the  
8 case of a corporation with shares listed on a national  
9 securities exchange, the lesser of two percent (2%) of the  
10 corporation's outstanding shares or shares with a market  
11 value of at least two million dollars (\$2,000,000.00) as of  
12 the date the action is instituted. This section shall not  
13 relieve the plaintiffs from complying with any other  
14 conditions applicable to filing a derivative proceeding  
15 including W.S. 17-16-741(a)(i) and any rules of the court  
16 in which the action is filed.

17

18 **17-32-110. No effect on other corporations.**

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20 This chapter shall not affect any statute or rule of law  
21 that is applicable to a corporation that is not a  
22 for-profit public benefit corporation formed under this  
23 act, except as provided in W.S. 17-32-105.

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2       **Section 2.** This act is effective July 1, 2023.

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4

(END)