

SECOND REGULAR SESSION

HOUSE JOINT RESOLUTION NO. 160

103RD GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE DEAN.

6210H.01I

JOSEPH ENGLER, Chief Clerk

JOINT RESOLUTION

Submitting to the qualified voters of Missouri an amendment to Article I of the Constitution of Missouri, by adopting one new section relating to powers of artificial persons.

Be it resolved by the House of Representatives, the Senate concurring therein:

That at the next general election to be held in the state of Missouri, on Tuesday next 2 following the first Monday in November, 2026, or at a special election to be called by the 3 governor for that purpose, there is hereby submitted to the qualified voters of this state, for 4 adoption or rejection, the following amendment to Article I of the Constitution of the state of 5 Missouri:

Section A. Article I, Constitution of Missouri, is amended by adopting one new 2 section, to be known as Section 37, to read as follows:

Section 37. 1. As used in this section, the following terms mean:

(1) **"Artificial person"**, any entity whose existence or limited-liability shield is 2 conferred by Missouri law including, but not limited to:

4 (a) **Business corporations;**
5 (b) **Nonprofit corporations;**
6 (c) **Limited-liability companies; and**
7 (d) **Unincorporated associations, limited-liability partnerships, statutory trusts,**
8 **professional corporations, cooperatives, and any successor organization;**

EXPLANATION — Matter enclosed in bold-faced brackets [~~thus~~] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

9 (2) "Artificial person powers", powers necessary or convenient to carry out
10 lawful business or charitable purposes, excluding any power to directly or indirectly
11 engage in election activity or ballot issue activity;

12 (3) "Ballot issue activity", paying, contributing, or expending money or anything
13 of value to support or oppose a ballot question or initiative;

14 (4) "Charter privilege", any benefit to artificial persons that exists only because
15 the state of Missouri confers it including, but not limited to, limited liability, perpetual
16 duration, succession in its corporate name, and tax credits and abatements;

17 (5) "Election activity", paying, contributing, or expending money or anything of
18 value to support or oppose a candidate, political party, or political committee. Election
19 activity and ballot issue activity do not include any bona fide news story, commentary,
20 or editorial distributed through the facilities of any broadcasting station, or of any print,
21 online, or digital newspaper, magazine, blog, or other periodical publication, unless such
22 broadcasting, print, online, or digital facilities are owned or controlled by a political
23 party, political committee, or candidate;

24 (6) "Foreign entity", any entity organized or existing under the laws of any
25 jurisdiction other than the state of Missouri.

26 2. Artificial persons exist only by grant of the state and shall have no powers or
27 privileges except those this constitution expressly provides.

28 3. (1) The general assembly may by statute create artificial persons consistent
29 with subsection 2 of this section.

30 (2) The powers of artificial persons shall not include election activity or ballot
31 issue activity. This section revokes all artificial persons' powers and grants only those
32 powers that the people deem necessary or convenient to carry out an artificial person's
33 lawful business or charitable purposes, as described in this section. Powers related to
34 election activity or ballot issue activity shall not be deemed necessary or convenient for
35 those purposes.

36 4. The creation and continued existence of an artificial person is not a right but a
37 conditional grant of legal status by the state and remains subject to complete
38 withdrawal at any time. All powers previously granted to any artificial person under
39 Missouri law are revoked in their entirety. No artificial person operating under the
40 jurisdiction of this state shall possess any power unless specifically granted by this
41 constitution. No provision of this constitution grants or recognizes any power of an
42 artificial person to engage in election activity or ballot issue activity, except as provided
43 in subdivision (3) of subsection 6 of this section.

44 5. Nothing in subsection 4 of this section shall be construed to invalidate, impair,
45 or modify any existing contract, debt instrument, security, or other legal obligation

46 validly entered into before December 3, 2026; provided, however, that nothing herein
47 authorizes any artificial person to engage in election activity or ballot issue activity after
48 December 3, 2026. Nothing in subsection 4 of this section shall be construed to impair
49 the continued existence or legal personhood of any artificial person, or to affect any
50 artificial person's power to take any action necessary to wind up and liquidate its
51 business and affairs.

52 6. (1) Each artificial person possesses the powers defined in subdivision (2) of
53 subsection 1 of this section, unless its organizational documents limit the exercise of such
54 powers, and no powers beyond those expressly granted. No provision of this
55 constitution grants or recognizes any power of an artificial person to engage in
56 election activity or ballot issue activity, except as provided in subdivision (3) of this
57 subsection. The reauthorization of powers under this subsection shall take legal effect
58 simultaneously with the revocation under subsection 4 of this section.

59 (2) Any language in articles of incorporation, organization, association, or other
60 organizational documents purporting to directly or indirectly confer election activity
61 authority or ballot issue activity authority to artificial persons is void.

62 (3) Political committees registered under Missouri or federal law are entities
63 created for the purpose of engaging in election activity and ballot issue activity. Such
64 committees may be granted the power to engage in those activities provided that they
65 exist solely for that purpose and claim no charter privilege other than limited liability.
66 This constitution does not grant any other artificial person the power to engage in
67 election activity or ballot issue activity.

68 (4) No charter privilege shall be construed to authorize election activity or ballot
69 issue activity. An artificial person that exercises election activity authority or ballot
70 issue activity authority, unless expressly permitted to do so under subdivision (3) of this
71 section, initially forfeits all charter privileges as a matter of law. The legislature shall,
72 during its first regular session following December 3, 2026, enact procedures that allow
73 reinstatement upon full disgorgement, certification of compliance, and payment of civil
74 penalties.

75 7. Any election activity or ballot issue activity conducted by an artificial person
76 is ultra vires and void. Such conduct results in the forfeiture of charter privileges as
77 provided in subdivision (4) of subsection 6 of this section and shall also be subject to civil
78 action by a member, shareholder, or the attorney general for injunctive relief,
79 disgorgement, and confirmation or enforcement of the forfeiture. The legislature shall,

80 **during its first regular session following December 3, 2026, enact procedures for such**
81 **civil actions.**

✓