



Senate

General Assembly

File No. 568

February Session, 2026

Substitute Senate Bill No. 461

Senate, April 9, 2026

The Committee on Government Administration and Elections reported through SEN. FLEXER of the 29th Dist., Chairperson of the Committee on the part of the Senate, that the substitute bill ought to pass.

AN ACT CONCERNING POLITICAL SPENDING AND STATE-GRANTED CORPORATE POWERS.

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. (NEW) (*Effective January 1, 2027*) (a) Notwithstanding the
2 provisions of any general statute or special act, or any certificate of
3 incorporation filed or bylaw adopted thereunder, no corporation
4 formed in this state, or authorized to transact business or conduct affairs
5 in this state, pursuant to any general statute or special act shall have the
6 power to make any expenditure, as defined in section 9-601b of the
7 general statutes, unless such expenditure is made by a political
8 committee, as defined in section 9-601 of the general statutes,
9 established by such corporation.

10 (b) Any corporation who violates the provisions of subsection (a) of
11 this section shall be subject to, as applicable, dissolution of its corporate
12 form in accordance with the provisions of section 33-890 of the general
13 statutes, as amended by this act, or 33-1181 of the general statutes, as

14 amended by this act, or any similar provision of a special act regarding
15 such dissolution, or revocation of its certificate of authority to transact
16 business or conduct affairs in this state in accordance with the
17 provisions of section 33-936 or 33-1226 of the general statutes.

18 Sec. 2. Section 33-647 of the general statutes is repealed and the
19 following is substituted in lieu thereof (*Effective January 1, 2027*):

20 Unless its certificate of incorporation provides otherwise, every
21 corporation has perpetual duration and succession in its corporate name
22 and has the same powers as an individual to do all things necessary or
23 convenient to carry out its business and affairs, including without
24 limitation power:

25 (1) To sue and be sued, complain and defend in its corporate name;

26 (2) To have a corporate seal, which may be altered at will, and to use
27 it, or a facsimile of it, by impressing or affixing it or in any other manner
28 reproducing it;

29 (3) To make and amend bylaws, not inconsistent with its certificate of
30 incorporation or with the laws of this state, for managing the business
31 and regulating the affairs of the corporation;

32 (4) To purchase, receive, lease or otherwise acquire, and own, hold,
33 improve, use and otherwise deal with, real or personal property, or any
34 legal or equitable interest in property, wherever located;

35 (5) To sell, convey, mortgage, pledge, lease, exchange and otherwise
36 dispose of all or any part of its property;

37 (6) To purchase, receive, subscribe for or otherwise acquire, own,
38 hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and
39 deal in and with shares or other interests in, or obligations of, any other
40 entity;

41 (7) To make contracts and guarantees, incur liabilities, borrow
42 money, issue its notes, bonds and other obligations, which may be

43 convertible into or include the option to purchase other securities of the
44 corporation, and secure any of its obligations by mortgage or pledge of
45 any of its property, franchises or income;

46 (8) To lend money, invest and reinvest its funds, and receive and hold
47 real and personal property as security for repayment;

48 (9) To be a promoter, partner, member, associate or manager of any
49 partnership, joint venture, trust or other entity;

50 (10) To conduct its business, locate offices and exercise the powers
51 granted by sections 33-600 to 33-998, inclusive, within or without this
52 state;

53 (11) To elect directors and appoint officers, employees and agents of
54 the corporation, define their duties, fix their compensation and lend
55 them money and credit;

56 (12) To pay pensions and establish pension plans, pension trusts,
57 profit-sharing plans, share bonus plans, share option plans and benefit
58 or incentive plans for any or all of its current or former directors,
59 officers, employees and agents;

60 (13) To make donations for the public welfare or for charitable,
61 scientific or educational purposes;

62 (14) To transact any lawful business that will aid government policy;
63 and

64 (15) To make payments or donations, or do any other act, not
65 inconsistent with law, that furthers the business and affairs of the
66 corporation, except that such corporation shall not make any
67 expenditure, as defined in section 9-601b, unless such expenditure is
68 made by a political committee, as defined in section 9-601, that has been
69 established by such corporation.

70 Sec. 3. Section 33-890 of the general statutes is repealed and the
71 following is substituted in lieu thereof (*Effective January 1, 2027*):

72 (a) The Secretary of the State may effect the administrative
73 dissolution of a corporation as provided in this section.

74 (b) Whenever any corporation is more than one year in default of
75 filing its annual report as required by section 33-953, the Secretary of the
76 State may notify such corporation by electronic mail addressed to such
77 corporation and sent to the corporation's electronic mail address as last
78 shown on the Secretary's records that under the provisions of this
79 section the corporation is to be administratively dissolved. Unless the
80 corporation, within three months of the sending of such notice, files
81 such annual report, the Secretary of the State shall prepare and file in
82 the Secretary's office a certificate of administrative dissolution stating
83 that the delinquent corporation has been administratively dissolved by
84 reason of its default.

85 (c) Whenever it comes to the attention of the Secretary of the State
86 that a corporation has failed to maintain a registered agent or that such
87 registered agent cannot, with reasonable diligence, be found at the
88 address shown in the records of [his] the Secretary's office, the Secretary
89 of the State may notify such corporation by electronic mail addressed
90 and sent to such corporation at its electronic mail address as last shown
91 on the Secretary's records that under the provisions of this section the
92 corporation is to be administratively dissolved. Unless the corporation,
93 within three months of the mailing of such notice, files an appointment
94 of registered agent, the Secretary of the State shall prepare and file in
95 [his] the Secretary's office a certificate of administrative dissolution
96 stating that the delinquent corporation has been administratively
97 dissolved by reason of its default.

98 (d) Whenever the Secretary of the State is notified by the State
99 Elections Enforcement Commission that the commission has
100 determined, pursuant to section 9-7b, that a corporation has violated the
101 provisions of subsection (a) of section 1 of this act, the Secretary of the
102 State may notify such corporation by electronic mail addressed and sent
103 to such corporation at its electronic mail address as last shown on the
104 Secretary's records that under the provisions of this section the

105 corporation is to be administratively dissolved. The Secretary of the
106 State shall enter a certificate of dissolution upon the record of the
107 corporation not later than ninety days after notifying such corporation,
108 except that the Secretary shall delay entering such certificate upon
109 receipt of notification from the State Elections Enforcement Commission
110 that its determination has been appealed in accordance with the
111 provisions of chapter 54. Upon resolution of such appeal, the State
112 Elections Enforcement Commission shall notify the Secretary of the
113 State as to whether such certificate of dissolution may be entered upon
114 the record of such corporation. Upon receipt of such notification, the
115 Secretary of the State shall enter such certificate immediately.

116 ~~[(d)]~~ (e) Dissolution shall be effective upon the filing by the Secretary
117 of the State in ~~[his]~~ the Secretary's office of such certificate of
118 administrative dissolution.

119 ~~[(e)]~~ (f) After filing the certificate of administrative dissolution, the
120 Secretary of the State shall: (1) Send a copy thereof to the delinquent
121 corporation, addressed to such corporation at its electronic mail address
122 as last shown on the Secretary's records; and (2) cause notice of the filing
123 of such certificate of administrative dissolution to be posted on the office
124 of the Secretary of the State's Internet web site for a period of sixty days
125 following the date on which the Secretary of the State files the certificate
126 of administrative dissolution.

127 Sec. 4. Section 33-935 of the general statutes is repealed and the
128 following is substituted in lieu thereof (*Effective January 1, 2027*):

129 The Secretary of the State may commence a proceeding under section
130 33-936 to revoke the certificate of authority of a foreign corporation
131 authorized to transact business in this state if: (1) The foreign
132 corporation has failed to file its annual report with the Secretary of the
133 State; (2) the foreign corporation does not pay within sixty days after
134 they are due any license fees, franchise taxes or penalties imposed by
135 sections 33-600 to 33-998, inclusive, or other law; (3) the foreign
136 corporation is without a registered agent or registered office in this state
137 for sixty days or more; (4) the foreign corporation does not inform the

138 Secretary of the State under section 33-927 or 33-928 that its registered
139 agent or registered office has changed, that its registered agent has
140 resigned or that its registered office has been discontinued within sixty
141 days of the change, resignation or discontinuance; (5) an incorporator,
142 director, officer or agent of the foreign corporation signed a document
143 he knew was false in any material respect with intent that the document
144 be delivered to the Secretary of the State for filing; [or] (6) the Secretary
145 of the State receives a duly authenticated certificate from the secretary
146 of the state or other official having custody of corporate records in the
147 state or country under whose law the foreign corporation is
148 incorporated stating that it has been dissolved or disappeared as the
149 result of a merger; or (7) the Secretary of the State is notified by the State
150 Elections Enforcement Commission that the commission has
151 determined, pursuant to section 9-7b, that the foreign corporation has
152 violated the provisions of subsection (a) of section 1 of this act, except
153 that the Secretary shall delay such revocation upon receipt of
154 notification from the commission that its determination has been
155 appealed in accordance with the provisions of chapter 54. Upon
156 resolution of such appeal, the State Elections Enforcement Commission
157 shall notify the Secretary of the State as to whether such revocation may
158 be resumed. Upon receipt of such notification, the Secretary of the State
159 shall resume such revocation immediately.

160 Sec. 5. Section 33-1036 of the general statutes is repealed and the
161 following is substituted in lieu thereof (*Effective January 1, 2027*):

162 Unless its certificate of incorporation provides otherwise, every
163 corporation has perpetual duration and succession in its corporate name
164 and has the same powers as an individual to do all things necessary or
165 convenient to carry out its affairs, including without limitation power:

166 (1) To sue and be sued, complain and defend in its corporate name;

167 (2) To have a corporate seal, which may be altered at will, and to use
168 it, or a facsimile of it, by impressing or affixing it or in any other manner
169 reproducing it;

170 (3) To make and amend bylaws, not inconsistent with its certificate of
171 incorporation or with the laws of this state, for managing and regulating
172 the affairs of the corporation;

173 (4) To purchase, receive, lease or otherwise acquire, and own, hold,
174 improve, use and otherwise deal with, real or personal property, or any
175 legal or equitable interest in property, wherever located, including the
176 power to take property of any description or any interest therein by gift,
177 devise or bequest;

178 (5) To sell, convey, mortgage, pledge, lease, exchange and otherwise
179 dispose of all or any part of its property;

180 (6) To purchase, receive, subscribe for or otherwise acquire, own,
181 hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and
182 deal in and with shares or other interests in, or obligations of, any other
183 entity;

184 (7) To make contracts and guarantees, incur liabilities, borrow
185 money, issue its notes, bonds and other obligations, and secure any of
186 its obligations by mortgage or pledge of any of its property, franchises
187 or income;

188 (8) To lend money, invest and reinvest its funds, and receive and hold
189 real and personal property as security for repayment;

190 (9) To be a promoter, partner, member, associate or manager of any
191 partnership, joint venture, trust or other entity;

192 (10) To conduct its activities, locate offices and exercise the powers
193 granted by sections 33-1000 to 33-1290, inclusive, within or without this
194 state;

195 (11) To elect directors and appoint officers, employees and agents of
196 the corporation, define their duties and fix their compensation;

197 (12) To pay pensions and establish pension plans, pension trusts and
198 other benefit or incentive plans for any or all of its current or former

199 directors, officers, employees and agents;

200 (13) To make donations not inconsistent with law for the public
201 welfare or for charitable, scientific or educational purposes and for other
202 purposes that further the corporate interest, except that such
203 corporation shall not make any expenditure, as defined in section 9-
204 601b, unless such expenditure is made by a political committee, as
205 defined in section 9-601, that has been established by such corporation;

206 (14) To transact any lawful activity that will aid government policy;

207 (15) To impose or levy fines, penalties, dues, assessments, admission
208 and transfer fees upon its members;

209 (16) To establish conditions for admission of members, admit
210 members and issue memberships and certificates evidencing
211 membership;

212 (17) To carry on one or more businesses;

213 (18) To make payments or donations, or do any other act, not
214 inconsistent with law, that furthers the activities and affairs of the
215 corporation, except that such corporation shall not make any
216 expenditure, unless such expenditure is made by a political committee
217 that has been established by such corporation; and

218 (19) To enter into any arrangement with others for any union of
219 interest with respect to any activities which the corporation has power
220 to conduct by itself, even if such arrangement involves sharing or
221 delegation of control of such activities with or to others.

222 Sec. 6. Section 33-1181 of the general statutes is repealed and the
223 following is substituted in lieu thereof (*Effective January 1, 2027*):

224 (a) The Secretary of the State may effect the administrative
225 dissolution of a corporation as provided in this section.

226 (b) Whenever any corporation is more than two years in default of
227 filing its annual report as required by section 33-1243, the Secretary of

228 the State may notify such corporation by electronic mail addressed to
229 such corporation and sent to the corporation's electronic mail address as
230 last shown on the Secretary's records that under the provisions of this
231 section the corporation is to be administratively dissolved. Unless the
232 corporation, within three months of the sending of such notice, files
233 such annual report, the Secretary of the State shall prepare and file in
234 the Secretary's office a certificate of administrative dissolution stating
235 that the delinquent corporation has been administratively dissolved by
236 reason of its default.

237 (c) Whenever it comes to the attention of the Secretary of the State
238 that a corporation has failed to maintain a registered agent or that such
239 registered agent cannot, with reasonable diligence, be found at the
240 address shown in the records of [his] the Secretary's office, the Secretary
241 of the State may notify such corporation by electronic mail addressed to
242 such corporation sent to such corporation at its electronic mail address
243 as last shown on the Secretary's records that under the provisions of this
244 section the corporation is to be administratively dissolved. Unless the
245 corporation within three months of the mailing of such notice files an
246 appointment of registered agent, the Secretary of the State shall prepare
247 and file in [his] the Secretary's office a certificate of administrative
248 dissolution stating that the delinquent corporation has been
249 administratively dissolved by reason of its default.

250 (d) Whenever the Secretary of the State is notified by the State
251 Elections Enforcement Commission that the commission has
252 determined, pursuant to section 9-7b, that a corporation has violated the
253 provisions of subsection (a) of section 1 of this act, the Secretary of the
254 State may notify such corporation by electronic mail addressed and sent
255 to such corporation at its electronic mail address as last shown on the
256 Secretary's records that under the provisions of this section the
257 corporation is to be administratively dissolved. The Secretary of the
258 State shall enter a certificate of dissolution upon the record of the
259 corporation not later than ninety days after notifying such corporation,
260 except that the Secretary shall delay entering such certificate upon
261 receipt of notification from the State Elections Enforcement Commission

262 that its determination has been appealed in accordance with the
263 provisions of chapter 54. Upon resolution of such appeal, the State
264 Elections Enforcement Commission shall notify the Secretary of the
265 State as to whether such certificate of dissolution may be entered upon
266 the record of such corporation. Upon receipt of such notification, the
267 Secretary of the State shall enter such certificate immediately.

268 [(d)] (e) Dissolution shall be effective upon the filing by the Secretary
269 of the State in [his] the Secretary's office of such certificate of
270 administrative dissolution.

271 [(e)] (f) After filing the certificate of administrative dissolution, the
272 Secretary of the State shall: (1) Send a copy thereof to the delinquent
273 corporation, addressed to such corporation at its electronic mail address
274 as last shown on the Secretary's records, and (2) cause notice of the filing
275 of such certificate of administrative dissolution to be posted on the office
276 of the Secretary of the State's Internet web site for a period of sixty days
277 following the date on which the Secretary of the State files the certificate
278 of administrative dissolution.

279 Sec. 7. Section 33-1225 of the general statutes is repealed and the
280 following is substituted in lieu thereof (*Effective January 1, 2027*):

281 The Secretary of the State may commence a proceeding under section
282 33-1226 to revoke the certificate of authority of a foreign corporation
283 authorized to conduct affairs in this state if: (1) The foreign corporation
284 has failed to file its annual report with the Secretary of the State; (2) the
285 foreign corporation does not pay within sixty days after they are due
286 any license fees, franchise taxes or penalties imposed by sections 33-1000
287 to 33-1290, inclusive, or other law; (3) the foreign corporation is without
288 a registered agent or registered office in this state for sixty days or more;
289 (4) the foreign corporation does not inform the Secretary of the State
290 under section 33-1217 or 33-1218 that its registered agent or registered
291 office has changed, that its registered agent has resigned or that its
292 registered office has been discontinued within sixty days of the change,
293 resignation or discontinuance; (5) an incorporator, director, officer or
294 agent of the foreign corporation signed a document he knew was false

295 in any material respect with intent that the document be delivered to the
 296 Secretary of the State for filing; [or] (6) the Secretary of the State receives
 297 a duly authenticated certificate from the secretary of the state or other
 298 official having custody of corporate records in the state or country under
 299 whose law the foreign corporation is incorporated stating that it has
 300 been dissolved or disappeared as the result of a merger; or (7) the
 301 Secretary of the State is notified by the State Elections Enforcement
 302 Commission that the commission has determined, pursuant to section
 303 9-7b, that the foreign corporation has violated the provisions of
 304 subsection (a) of section 1 of this act, except that the Secretary shall delay
 305 such revocation upon receipt of notification from the commission that
 306 its determination has been appealed in accordance with the provisions
 307 of chapter 54. Upon resolution of such appeal, the State Elections
 308 Enforcement Commission shall notify the Secretary of the State as to
 309 whether such revocation may be resumed. Upon receipt of such
 310 notification, the Secretary of the State shall resume such revocation
 311 immediately.

This act shall take effect as follows and shall amend the following sections:		
Section 1	January 1, 2027	New section
Sec. 2	January 1, 2027	33-647
Sec. 3	January 1, 2027	33-890
Sec. 4	January 1, 2027	33-935
Sec. 5	January 1, 2027	33-1036
Sec. 6	January 1, 2027	33-1181
Sec. 7	January 1, 2027	33-1225

Statement of Legislative Commissioners:

In Sections 3(c) and (e), and 6(c) and (e), "his office" was changed to "[his] the Secretary's office" for consistency.

GAE *Joint Favorable Subst.*

The following Fiscal Impact Statement and Bill Analysis are prepared for the benefit of the members of the General Assembly, solely for purposes of information, summarization and explanation and do not represent the intent of the General Assembly or either chamber thereof for any purpose. In general, fiscal impacts are based upon a variety of informational sources, including the analyst's professional knowledge. Whenever applicable, agency data is consulted as part of the analysis, however final products do not necessarily reflect an assessment from any specific department.

OFA Fiscal Note

State Impact:

Agency Affected	Fund-Effect	FY 27 \$	FY 28 \$
Resources of the General Fund	GF - Potential Revenue Loss	See Below	See Below

Note: GF=General Fund

Municipal Impact: None

Explanation

The bill prohibits corporations from making political expenditures unless through that corporation's political action committee (PAC) and lays out a process by which a corporation may be administratively dissolved for noncompliance, resulting in a potential loss of revenue to the Resources of the General Fund beginning in FY 27.

The potential revenue loss is associated with the additional corporations that would be subject to administrative dissolution under the bill. The exact revenue loss will depend on the number of violations and dissolutions processed.

The Out Years

The annualized ongoing fiscal impact identified above would continue into the future, subject to the number of violations and dissolutions processed due to the provisions of the bill.

OLR Bill Analysis**sSB 461*****AN ACT CONCERNING POLITICAL SPENDING AND STATE-GRANTED CORPORATE POWERS.*****SUMMARY**

This bill prohibits corporations (whether formed in Connecticut or authorized to conduct business here) from making expenditures (as defined under the state's campaign finance laws; see BACKGROUND) unless they are made by a corporation's political committee (PAC; see BACKGROUND).

The prohibition applies regardless of existing state law or any corporation's filed certificate of incorporation or the related bylaws. Corporations that violate this requirement may be subject to (1) administrative dissolution or (2) revocation of their certificate of authority to conduct business in the state (§ 1). (This prohibition may be seen as an unconstitutional condition on free speech and may be vulnerable to challenge as violating a corporation's constitutional First Amendment rights and existing U.S. Supreme Court precedent. Presumably, it does not affect a corporation's ability to make independent expenditures (IEs) under state or federal law (see BACKGROUND).)

Under current law, the state gives certain general powers to both for-profit and non-profit corporations formed or doing business here, such as the authority to make payments or donations or conduct other lawful acts to further the corporation's business affairs. The bill restricts these powers by adding the prohibition described above (§§ 2 & 5).

Under the bill, if the State Elections Enforcement Commission (SEEC) notifies the secretary of the state (SOTS) that it has determined a corporation formed under Connecticut law violated the prohibition, the

secretary may notify the corporation, through an email as last shown in her records, that it will be administratively dissolved. Unless, within 90 days after SOTS notifies the corporation, SEEC gives SOTS documentation of the corporation's appeal of the determination under the Uniform Administrative Procedures Act (UAPA), SOTS must file a certificate of administrative dissolution and note the reason. If SEEC notifies SOTS about an appeal, the dissolution is stayed. Once the appeal is resolved, SEEC must notify SOTS as to whether she must proceed with the dissolution. If so, she must file the certificate immediately (§§ 3 & 6).

The bill establishes substantially similar procedures for revoking foreign (non-Connecticut) corporations' certificate of authority to do business in the state for violating the bill's prohibition, but it does not provide a specific deadline for SOTS to wait for SEEC's notification of an appeal before she may proceed with the revocation (§§ 4 & 7).

(Presumably, under the bill, SOTS may choose not to notify the corporation, as the bill appears to give her discretion, and therefore not trigger the administrative dissolution or revocation procedures.)

EFFECTIVE DATE: January 1, 2027

BACKGROUND

Expenditures and Contributions Under Campaign Finance Law

Under state law an "expenditure," with certain exceptions, is generally any purchase, payment, distribution, loan, advance, deposit, or gift of money or anything of value, when made to promote the success or defeat of any candidate, referendum question, or political party (CGS § 9-601b).

Similarly, individuals and committees are limited in the amount of contributions they may give to candidates or other committees. With certain exceptions, contributions include expenditures and any gift, subscription, loan, advance, payment or deposit of money or anything of value, made to promote the success or defeat of any candidate, referendum question, or political party (CGS § 9-601a).

These limits vary depending on the type of contributor and the receiving committee or candidate (for example, PACs formed by business entities may only give \$5,000 to a gubernatorial candidate that is not receiving public campaign funding).

Independent Expenditures

State law authorizes persons (including individuals, entities, and committees) to make unlimited IEs, which are expenditures made without the consent, coordination, or consultation of a (1) candidate or candidate's agent, (2) candidate committee, (3) PAC, or (4) party committee (CGS § 9-601c). Federal law has a similar definition and authorization (11 C.F.R. § 100.16).

PAC

A PAC is (1) a committee organized by a business entity or organization; (2) persons other than individuals, or two or more individuals organized or acting jointly conducting activities in or outside the state; (3) an exploratory committee; (4) a committee established by or on behalf of a slate of candidates in a primary for the office of justice of the peace, but not a candidate committee or a party committee; or (5) a legislative caucus or legislative leadership committee (CGS § 9-601(3)).

SEEC Authority

By law, SEEC receives complaints from SOTS, registrars of voters, town clerks, and individuals under oath about alleged election law violations. It investigates and holds hearings as it deems appropriate and may issue subpoenas and levy civil penalties (CGS § 9-7b(a)).

Related Case

In 2010, the U.S. Supreme Court ruled in *Citizens United v. Federal Election Commission*, that corporations and unions have the same political speech rights as individuals under the First Amendment. It found no compelling government interest for prohibiting corporations and unions from using their general treasury funds to make election-related independent expenditures. Correspondingly, it struck down a

federal law banning this practice and overruled two of its prior decisions.

COMMITTEE ACTION

Government Administration and Elections Committee

Joint Favorable Substitute

Yea 13 Nay 6 (03/23/2026)