

HB 54 INTRODUCED BY THOMAS
 IMMUNITY FOR OFFICERS, ETC., OF NONPROFIT
 CORPORATIONS

1/05 INTRODUCED
1/05 REFERRED TO BUSINESS & LABOR
2/16 TABLED IN COMMITTEE

1 HOUSE BILL NO. 54
 2 INTRODUCED BY THOMAS

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 4 A BILL FOR AN ACT ENTITLED: "AN ACT GRANTING CIVIL IMMUNITY
 5 IN CERTAIN INSTANCES TO OFFICERS, DIRECTORS, EMPLOYEES, AND
 6 MEMBERS OF NONPROFIT CORPORATIONS; AND AMENDING SECTIONS
 7 27-1-701, 35-2-411, 35-2-501, AND 35-2-719, MCA."

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 9 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

10 Section 1. Section 27-1-701, MCA, is amended to read:

11 "27-1-701. Liability for negligence as well as willful
 12 acts. Everyone Except as otherwise provided by law, everyone
 13 is responsible not only for the results of his willful acts
 14 but also for an injury occasioned to another by his want of
 15 ordinary care or skill in the management of his property or
 16 person except so far as the latter has willfully or by want
 17 of ordinary care brought the injury upon himself."

18 Section 2. Section 35-2-411, MCA, is amended to read:

19 "35-2-411. Nonliability of directors, officers, and
 20 employees. ~~The---directors,---officers,---and---employees~~ A
 21 director, officer, or employee of the corporation ~~shall~~ is
 22 not, as such, be liable on for its obligations or for
 23 damages arising from any act or omission in his official
 24 capacity or in the course of his employment unless the act
 25 or omission constitutes gross negligence."

1 Section 3. Section 35-2-501, MCA, is amended to read:

2 "35-2-501. Members -- classes -- nonliability. (1) A
 3 corporation may have one or more classes of members or may
 4 have no members. If the corporation has one or more classes
 5 of members, the designation of such class or classes, the
 6 manner of election or appointment, and the qualifications
 7 and rights of the members of each class shall be set forth
 8 in the articles of incorporation or the bylaws. If the
 9 corporation has no members, that fact shall be set forth in
 10 the articles of incorporation or the bylaws.

11 (2) A corporation may issue certificates evidencing
 12 membership therein.

13 (3) ~~The members~~ A member of the corporation ~~shall~~ is
 14 not, as such, be liable on for its obligations or for
 15 damages arising from any act or omission in his capacity as
 16 a member unless the act or omission constitutes gross
 17 negligence."

18 Section 4. Section 35-2-719, MCA, is amended to read:

19 "35-2-719. Survival of remedy after dissolution. The
 20 dissolution of a corporation either by the issuance of a
 21 certificate of dissolution by the secretary of state or by a
 22 decree of court when the court has not liquidated the assets
 23 and affairs of the corporation as provided in this chapter
 24 or by expiration of its period of duration shall not take
 25 away or impair any remedy available to or against such

1 corporation, its directors, officers, or members for any
 2 right or claim existing or any liability incurred prior to
 3 such dissolution if action or other proceeding thereon is
 4 commenced within 5 years after the date of such dissolution.
 5 Any such action or proceeding by or against the corporation
 6 may be prosecuted or defended by the corporation in its
 7 corporate name. The members, directors, and officers shall
 8 have power to take such corporate or other action as shall
 9 be appropriate to protect such remedy, right, or claim. If
 10 such corporation was dissolved by the expiration of its
 11 period of duration, such corporation may amend its articles
 12 of incorporation at any time during such period of 5 years
 13 so as to extend its period of duration. Any liability of
 14 the corporation's directors, officers, or employees is
 15 limited by 35-2-411. Any liability of the corporation's
 16 members is limited by 35-2-501."

17 NEW SECTION. Section 5. Saving clause. This act does
 18 not affect rights and duties that matured, penalties that
 19 were incurred, or proceedings that were begun before the
 20 effective date of this act.

21 NEW SECTION. Section 6. Severability. If a part of
 22 this act is invalid, all valid parts that are severable from
 23 the invalid part remain in effect. If a part of this act is
 24 invalid in one or more of its applications, the part remains
 25 in effect in all valid applications that are severable from

1 the invalid applications.

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