

S 1074

Shareholder Bill of Rights Act of 2009

Congress: 111 (2009–2011, Ended)

Chamber: Senate

Policy Area: Finance and Financial Sector

Introduced: May 19, 2009

Current Status: Read twice and referred to the Committee on Banking, Housing, and Urban Affairs.

Latest Action: Read twice and referred to the Committee on Banking, Housing, and Urban Affairs. (May 19, 2009)

Official Text: <https://www.congress.gov/bill/111th-congress/senate-bill/1074>

Sponsor

Name: Sen. Schumer, Charles E. [D-NY]

Party: Democratic • **State:** NY • **Chamber:** Senate

Cosponsors (1 total)

Cosponsor	Party / State	Role	Date Joined
Sen. Cantwell, Maria [D-WA]	D · WA		May 19, 2009

Committee Activity

Committee	Chamber	Activity	Date
Banking, Housing, and Urban Affairs Committee	Senate	Referred To	May 19, 2009

Subjects & Policy Tags

Policy Area:

Finance and Financial Sector

Related Bills

No related bills are listed.

Shareholder Bill of Rights Act of 2009 - Amends the Securities Exchange Act of 1934 to require any proxy or consent or authorization for an annual or other meeting for which the proxy solicitation rules of the Securities Exchange Commission (SEC) require shareholder compensation disclosure to include a separate resolution subject to shareholder vote to approve the compensation of executives.

Requires any person making a proxy solicitation concerning an acquisition, merger, consolidation, or proposed sale or other disposition of substantially all of the assets of an issuer (transaction) to disclose in the proxy solicitation material, in a clear and simple form, any agreements or understandings of that person with any of the issuer's principal executive officers concerning any type of (golden parachute) compensation based on or otherwise related to the transaction that have not been subject to a shareholder vote.

Requires the proxy solicitation material for a golden parachute to require a separate shareholder vote to approve it.

Directs the SEC to establish rules for the use by shareholders of issuer proxy solicitation materials for the purpose of nominating individuals to membership on the issuer's board of directors. Prohibits such rules from providing for such use, however, unless the shareholder, or a group of shareholders acting by agreement, has beneficially owned, directly or indirectly, an aggregate of at least 1% of the issuer's voting securities for at least the two-year period preceding the date of the issuer's next scheduled annual meeting.

Requires the SEC to direct the national securities exchanges and national securities associations to prohibit the listing of any security of an issuer that is not in compliance with any specified requirements pertaining to director independence, mandatory annual elections, SEC rules on elections, and mandatory establishment of a risk committee to establish and evaluate the issuer's risk management practices.

Actions Timeline

- **May 19, 2009:** Introduced in Senate
- **May 19, 2009:** Read twice and referred to the Committee on Banking, Housing, and Urban Affairs.