

# PROPOSED AMENDMENT

## HB 1273 # 3

### DIGEST

Requirements for proxy advisors. Adds a definition for "affiliated group". Adds a definition for "charitable organization". Amends the definition of "proxy advisory service".

---

- 1           Page 1, between lines 4 and 5, begin a new paragraph and insert:  
2           **"Sec. 0.5. As used in this chapter, "affiliated group" means a**  
3           **group of one (1) or more entities in which a controlling interest is**  
4           **owned by a common owner or owners, either corporate or**  
5           **noncorporate, or by one (1) or more of the member entities.**  
6           **Sec. 0.7. As used in this chapter, "charitable organization"**  
7           **means an organization that is recognized as tax exempt under**  
8           **Section 501(c)(3) of the Internal Revenue Code."**  
9           Page 2, line 35, after "Sec. 8." insert "(a)".  
10          Page 3, between lines 1 and 2, begin a new paragraph and insert:  
11          **"(b) The term does not include a charitable organization if:**  
12               **(1) the charitable organization's gross annual revenue**  
13               **attributable to proxy advisory services is less than five**  
14               **hundred thousand dollars (\$500,000); and**  
15               **(2) each affiliated group of the charitable organization has a**  
16               **combined gross annual revenue attributable to proxy advisory**  
17               **services that is less than five hundred thousand dollars**  
18               **(\$500,000), if applicable."**

(Reference is to HB 1273 as printed January 13, 2026.)