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3 SENATE JUDICIARY COMMITTEE AMENDMENT TO HB251
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8 On page 1, line 9, after "regarding" insert the
9 following:

10 which law governs the right of inspection and access
11 by governing persons under existing and proposed law,
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13 On page 1, line 21, after "Section" insert the
14 following:

15 10A-1-3.33, Code of Alabama 1975, as amended by Act
16 2018-125 of the 2018 Regular Session, Section
17

18 On page 1, line 24, after "corporations;" insert the
19 following:

20 to specify which law governs the right of inspection
21 and access by governing persons under existing and proposed
22 law;
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24 On page 2, line 6, after "Section 1." insert the
25 following:

26 Section 10A-1-3.33, of the Code of Alabama 1975, as
27 amended by Act 2018-125 of the 2018 Regular Session,

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On page 2, after line 9, insert the following:

"§10A-1-3.33.

"(a) An entity covered by Section 10A-1-3.32 shall provide governing persons and their agents and attorneys access to its books and records, including the books and records required to be maintained under the chapter of this title applicable to the entity and other books and records of the entity for any purpose reasonably related to the governing person's service as a governing person. The right of access shall include the right to inspect and copy books and records during ordinary business hours. An entity may impose a reasonable charge covering the costs of labor and material for copies of documents furnished.

"(b) An entity covered by Section 10A-1-3.32 shall furnish to a governing person:

"(1) Without demand, any information concerning the entity's business and affairs reasonably required for the proper exercise of the governing person's rights and duties under the entity's governing documents or this title; and

"(2) On demand, any other information concerning the entity's business and affairs, except to the extent the demand or the information demanded is unreasonable or otherwise improper under the circumstances.

"(c) A court may require an entity covered by Section 10A-1-3.32 to open the books and records of the entity, including the books and records required to be

1 maintained by the entity under the chapter of this title
2 applicable to the entity, to permit a governing person to
3 inspect, make copies of, or take extracts from the books and
4 records or may require an entity to furnish the governing
5 person with information concerning the entity's business and
6 affairs on a showing by the governing person that:

7 "(1) the person is a governing person of the entity;

8 "(2) the person's purpose for inspecting the
9 entity's books and records under subsection (a) or in
10 obtaining information as to the entity's business and affairs
11 under subsection (b) (1) is reasonably related to the person's
12 service as a governing person or, in the case of information
13 as to the entity's business and affairs demanded under
14 subsection (b) (2), that neither the demand nor the information
15 demanded is unreasonable or otherwise improper under the
16 circumstances;

17 "(3) in the case of information as to the entity's
18 business and affairs described in subsection (b) (2), the
19 person has made demand for the information; and

20 "(4) the entity refused the person's access to the
21 books and records or to furnish information as to the entity's
22 business and affairs.

23 "(d) A court may award a governing person attorney
24 fees and any other proper relief in a suit under subsection
25 (c) to require an entity to open its books and records.

26 "(e) For purposes of this section only, corporations
27 formed pursuant to or governed by Chapter 2, professional

1 corporations formed pursuant to or governed by Chapter 4, and
2 real estate investment trusts formed pursuant to or governed
3 by Chapter 10 shall be deemed to be entities covered by
4 Section 10A-1-3.32 until midnight on December 31, 2020.