

BENEFIT CORPORATION RESOURCES

Since 2010, more than 35 jurisdictions have adopted corporate law provisions authorizing “benefit corporations.” This new form of entity is intended to create more responsible for-profit corporations by providing for (1) expanded corporate purpose, (2) accountability for the interests of all stakeholders and (3) transparency with respect to the corporation’s effect on those broader interests. Many states have followed the Model Benefit Corporation Legislation, promoted by B Lab, a non-profit organization that promotes responsible business practices. Other states, including Delaware, have used a somewhat different form, which uses the term “public benefit corporation.”

BOOKS

Alexander, Frederick H., BENEFIT CORPORATION LAW AND GOVERNANCE: PURSUING PROFIT WITH PURPOSE. Oakland: Berrett-Koehler Publishers, 2017.

This book is a short treatise that covers the “why” as well as the “how” of benefit corporation governance. It covers both of the forms of benefit corporations, and includes appendices with forms and other useful material.

Alexander, Frederick H., THE PUBLIC BENEFIT CORPORATION GUIDEBOOK: UNDERSTANDING AND OPTIMIZING DELAWARE’S BENEFIT CORPORATION GOVERNANCE MODEL, <http://www.mnat.com/epublications/>

This handbook published by a law firm is a guide to the Delaware form of benefit corporation, and includes a number of useful forms.

WEBSITES

SOCIAL ENTERPRISE LAW TRACKER, <http://socentlawtracker.org/#/map>

This tool provides an up-to-date graphic showing which US state have adopted either benefit corporation statutes, or other social enterprise forms, such as the L3C.

BENEFIT CORPORATIONS, <http://benefitcorp.net/>

This website is maintained by B Lab, and contains benefit corporation information for businesses, investors and lawyers.

BENEFIT COMPANY BAR ASSOCIATION, <http://benefitcompanybar.org/>

The Benefit Company Bar Association maintains a website with a number of resources. The “outside resource” page is particularly helpful.

PBC INCORPORATION PACKAGE, <https://www.cooleygo.com/documents/pbc-incorporation-package-delaware/>

This is an online form generator that will create a full incorporation set of documents for a Delaware public benefit corporation.

WHITE PAPERS

Clark, William H., Jr., and Larry Vranka, *The Need and Rationale for the Benefit Corporation: Why It Is the Legal Form That Best Addresses the Needs of Social Entrepreneurs, Investors, and, Ultimately, the Public. White Paper*, January 18, 2013.

http://benefitcorp.net/sites/default/files/Benefit_Corporation_White_Paper.pdf.

This White Paper contained the initial proposal for a benefit corporation statute, and was the working document used by B Lab as it approached legislatures around the country promoting the new statute.

Corporate Laws Committee, *Benefit Corporation White Paper*, BUSINESS LAWYER 68, no. 4 (August 2013): 1083–1110.

In 2013, the Corporate Laws Committee of the American Bar Association considered whether to add benefit corporation provisions to the Model Business Corporation Act, an influential statutory regime followed in more than 30 states. While deciding not to add such provisions to the MBCA, the Committee did publish, as an appendix to this White Paper, a model set of provisions.

LAW REVIEW ARTICLES

Clark, William H., Jr., and Elizabeth K. Babson. *How Benefit Corporations Are Redefining the Purpose of Business Corporations*. WILLIAM MITCHELL LAW REVIEW 38, no. 2 (2012): 817–851.

In this law review article, two pioneers in the field discuss the specifics of benefit corporation law, focusing on the Model Benefit Corporation Legislation proposed by B Lab.

Strine, Leo E., Jr. *Making it Easier for Directors to ‘Do the Right Thing’?* HARVARD BUSINESS LAW REVIEW 4 (2014): 235–253.

In this law review article, the Chief Justice of the Delaware Supreme Court discusses the utility of the benefit corporation, and considers some hypothetical situations such a corporation might face.

Alexander, Frederick H., Lawrence A. Hamermesh, Frank R. Martin, and Norman M Monhait, *M&A under Delaware’s Public Benefit Corporation Statute: A Hypothetical Tour*, HARVARD BUSINESS LAW REVIEW 4 (2014): 255–279.

This law review article discusses a number of hypothetical and theoretical questions as to how a benefit corporation might address a company sale, and how a court might review such a process.

Berle VIII: Benefit Corporations and the Firm Commitment Universe. SEATTLE UNIVERSITY LAW REVIEW 40, no. 2 (2017) (Symposium issue) <http://digitalcommons.law.seattleu.edu/sulr/vol40/iss2/>

In June of 2016, a symposium addressing the benefit corporation and Certified B Corps was held at the Seattle University School of Law. This entire law review consists of work prepared for that event.

The following law review articles take a scholarly approach to a number of issues raised by the benefit corporation concept

Loewenstein, Mark J. *Benefit Corporations: A Challenge in Corporate Governance*, BUSINESS LAWYER 68, no. 4 (August 2013): 1007–1038.

Murray, J. Haskell, *Defending Patagonia: Mergers & Acquisitions with Benefit Corporations*, HASTINGS BUSINESS LAW JOURNAL 9, no. 3 (2013): 485–517.266

Murray, J. Haskell. *An Early Report on Benefit Reports*, WEST VIRGINIA LAW REVIEW 118 (2015): 25–57.

Plerhoples, Alicia. *Delaware Public Benefit Corporations 90 Days Out: Who's Opting In*, U.C. DAVIS BUSINESS LAW JOURNAL 14 (2014): 247–280.

Plerhoples, Alicia. *Nonprofit Displacement and the Pursuit of Charity through Public Benefit Corporations*, Washington, DC: Georgetown University Law Center, 2016.
<https://ssrn.com/abstract=2817881>.

Robson, Regina. *A New Look at Benefit Corporations: Game Theory and Game Changer*, AMERICAN BUSINESS LAW JOURNAL 52, no. 3 (2015): 501–555.

Steingard, David S., and William H. Clark Jr. *The Benefit Corporation as an Exemplar of Integrative Corporate Purpose (ICP): Delivering Maximal Social and Environmental Impact with a New Corporate Form*, BUSINESS AND PROFESSIONAL ETHICS JOURNAL 35 (2016): 73.

Westaway, Kyle, and Dirk Sampselle. *The Benefit Corporation: An Economic Analysis with Recommendations to Courts, Boards, and Legislatures*, EMORY LAW JOURNAL 62 (2013): 999–1085.