SEC. 5. RESPONSIBILITIES OF UNITED STATES CORPORATIONS.

(c) STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS.—

(1) CONSIDERATION OF INTERESTS.—In discharging the duties of their respective positions, and in considering the best interests of a United States corporation, the board of directors, committees of the board of directors, and individual directors of a United States corporation—

(A) shall manage or direct the business and affairs of the United States corporation in a manner that—

(i) seeks to create a general public benefit; and

(ii) balances the pecuniary interests of the shareholders of the United States corporation with the best interests of persons that are materially affected by the conduct of the United States corporation; and

(B) in carrying out subparagraph (A)—

(i) shall consider the effects of any action or inaction on—

(I) the shareholders of the United States corporation;

(II) the employees and workforce of—

(aa) the United States corporation;

(bb) the subsidiaries of the United States corporation; and

(cc) the suppliers of the United States corporation;

(III) the interests of customers and subsidiaries of the United States corporation as beneficiaries of the general public benefit purpose of the United States corporation;

(IV) community and societal factors, including those of each community in which offices or facilities of the United States corporation, subsidiaries of the United States corporation, or suppliers of the United States corporation are located;

(V) the local and global environment;

(VI) the short-term and long-term interests of the United States corporation, including—

(aa) benefits that may accrue to the United States corporation from the long-term plans of the United States corporation; and (bb) the possibility that those interests may be best served by the continued independence of the United States corporation; and

(VII) the ability of the United States corporation to accomplish the general public benefit purpose of the United States corporation;

(ii) may consider—

(I) other pertinent factors; or

(II) the interests of any other group that are identified in the articles of incorporation in the State in which the United States corporation is incorporated, if applicable; and

(iii) shall not be required to give priority to a particular interest or factor described in clause (i) or (ii) over any other interest or factor.

(2) STANDARD OF CONDUCT FOR OFFICERS.—Each officer of a United States corporation shall balance and consider the interests and factors described in paragraph (1)(B)(i) in the manner described in paragraph (1)(B)(iii) if—

(A) the officer has discretion to act with respect to a matter; and

(B) it reasonably appears to the officer that the matter may have a material effect on the creation by the United States corporation of a general public benefit identified in the charter of the United States corporation.

(3) EXONERATION FROM PERSONAL LIABILITY.—Except as provided in the charter of a United States corporation, neither a director nor an officer of a United States corporation may be held personally liable for monetary damages for—

(A) any action or inaction in the course of performing the duties of a director under paragraph (1) or an officer under paragraph (2), as applicable, if the director or officer was not interested with respect to the action or inaction; or

(B) the failure of the United States corporation to pursue or create a general public benefit.

(4) LIMITATION ON STANDING.—Neither a director nor an officer of a United States corporation shall have any duty to a person that is a beneficiary of the general public benefit purpose of the United States corporation because of the status of the person as such a beneficiary.

(5) BUSINESS JUDGMENTS.—A director or an officer of a United States corporation who makes a business judgment in good faith shall be deemed to have fulfilled the duty of the director under paragraph (1) or the officer under paragraph (2), as applicable, if the director or officer—

(A) is not interested in the subject of the business judgment;

(B) is informed with respect to the subject of the business judgment to an extent that the director reasonably believes to be appropriate under the circumstances; and

(C) rationally believes that the business judgment is in the best interests of the United States corporation.