

1 **SB 6003** - H AMD TO STRIKING AMENDMENT (H-4465.1)**1344ADOPTED3494**
2 By Representative Johanson and others

3 On page 3, after line 36, insert:

4 "NEW SECTION. **Sec. 5.** No person shall be vicariously liable
5 for the conduct of agents, employees, or employers who violate
6 section 2 of this act except as provided in RCW 9A.08.030(2)(b).

7 **Sec. 6.** RCW 9A.08.030 and 1975 1st ex.s. c 260 s 9A.08.030 are
8 each amended to read as follows:

9 (1) As used in this section:

10 (a) "Agent" means any director, officer, or employee of a
11 corporation, or any other person who is authorized to act on behalf
12 of the corporation;

13 (b) "Corporation" includes a joint stock association;

14 (c) "High managerial agent" means an officer or director of a
15 corporation or any other agent in a position of comparable
16 authority with respect to the formulation of corporate policy or
17 the supervision in a managerial capacity of subordinate employees.

18 (2) A corporation is guilty of an offense when:

19 (a) The conduct constituting the offense consists of an
20 omission to discharge a specific duty of performance imposed on
21 corporations by law; or

22 (b) The conduct constituting the offense is engaged in,
23 authorized, solicited, requested, commanded, or tolerated by the
24 board of directors or by a high managerial agent acting within the
25 scope of his employment and on behalf of the corporation; or

26 (c) The conduct constituting the offense is engaged in by an
27 agent of the corporation, other than a high managerial agent, while
28 acting within the scope of his employment and in behalf of the
29 corporation and (i) the offense is a gross misdemeanor or
30 misdemeanor, or (ii) the offense is one defined by a statute which

1 clearly indicates a legislative intent to impose such criminal
2 liability on a corporation. This subsection 2(c) shall not apply to
3 violations of section 2 of this act.

4 (3) A person is criminally liable for conduct constituting an
5 offense which he performs or causes to be performed in the name of
6 or on behalf of a corporation to the same extent as if such conduct
7 were performed in his own name or behalf.

8 (4) Whenever a duty to act is imposed by law upon a
9 corporation, any agent of the corporation who knows he has or
10 shares primary responsibility for the discharge of the duty is
11 criminally liable for a reckless or, if a high managerial agent,
12 criminally negligent omission to perform the required act to the
13 same extent as if the duty were by law imposed directly upon such
14 agent.

15 (5) Every corporation, whether foreign or domestic, which
16 shall violate any provision of RCW 9A.28.040, shall forfeit every
17 right and franchise to do business in this state. The attorney
18 general shall begin and conduct all actions and proceedings
19 necessary to enforce the provisions of this subsection."

20 RENUMBER THE REMAINING SECTIONS CONSECUTIVELY AND CORRECT INTERNAL
21 REFERENCES ACCORDINGLY

EFFECT: An express provision is added that expressly prohibits vicarious liability. Consequently liability is limited to those people who violate the provisions of the act acting either as a principle or an accomplice. An exception to this rule is the vicarious liability of a corporation when the board or directors or a high managerial employee engages in, solicits, authorizes, requests, commands, or tolerates the illegal conduct. A corresponding amendment is made to a statute that governs criminal liability of corporations.