



Letter to Minnesota House Commerce Finance & Policy Committee In Favor of HF3419, regarding certain powers of entities retracted and regranted.

March 12, 2026

Co-Chair Koegel, Co-Chair O’Driscoll, and Committee Members, my name is David Fisher. I’m a career corporate lawyer and teach business law at the University of Minnesota Law School. I’m also a former Minnesota State Commissioner and member of the Metropolitan Council. And, I’m an election judge in Hennepin County.

Today, I’m here representing Clean Elections Minnesota, a nonprofit, non-partisan organization working for an inclusive and healthy democracy in Minnesota.

We support HF3419 regarding certain powers of entities retracted and regranted.

The foundation of our Democracy, our chosen system of governance, is the proposition that each and every one of us have value; that each and every one of us has a say; that each and every one of us - if we are truly to be free – has the right to be heard; that each and every one of us has the right – indeed the obligation – to vote and to have that vote counted.

In our system of governance the right to vote is vital. Thomas Jefferson described it as 'the ark of our safety.' It’s from the exercise of this right that all other rights flow. In August 1965, President Lyndon Johnson signed the Voting Rights Act of 1965, saying “This right to vote is the basic right without which all others are meaningless. It gives **people, people as individuals**, control over their own destinies.”(emphasis added).

In that now famous 2010 U.S. Supreme Court decision *Citizens United*, Justice Anthony Kennedy insisted that the only legitimate interest in campaign finance law was preventing “quid pro quo” corruption – the “I’m delivering policy for you in exchange for your contribution to my campaign” -type corruption. And he made a breathtaking assertion of fact that was entirely unsupported by the record: That independent expenditures could not corrupt and could not even create the appearance of corruption. With that single declaration, Kennedy converted a century of caution into a laissez-faire rule: Corporations and unions could spend unlimited sums so long as they did so independently.

The very next month, the D.C. Circuit decided in *SpeechNow.com vs. FEC* (2010) that Kennedy’s “no corruption” premise meant that contributions to groups that only make independent expenditures could not corrupt and that limits on those contributions were unconstitutional. With that, the super PAC was born.

According to the Brennan Center and OpenSecrets, in 2008 outside groups spent just \$574 million on Federal elections. By 2012, the first presidential election under the new rules, outside spending surged to more than \$1 billion. In 2020, it reached \$3.3 billion and in 2024 \$4.2 billion, with a few hundred donors accounting for the overwhelming majority. And super PAC’s? – in 2010 they spent \$62.6 million. By 2012 they spent \$622.7 million – a 10-fold increase – and close to \$4.5 billion (with a “b”) by 2024.

In 2012, the top 1 percent of super PAC donors provided 77 percent of all funds; by 2024, that figure rose to 97 percent.¹

¹ OpenSecrets, **By the Numbers: 15 Years of Citizens United** By [David Meyers and Andrew Mayersohn](#); [January 23, 2025 1:00 pm](#)



Most people assume that the only way to stop corporate and dark money in American politics is either to wait for the Supreme Court to undo *Citizens United* (we could wait a *very* long time) or amend the U.S. Constitution (which is extraordinarily difficult).

But we believe there is another way, and we think it will work. That is addressed by HF3419 today.

Corporations are juridical persons with the power to perform commercial activities, similar to a person acting as a sole proprietor, such as entering into a contract or owning property. Therefore, corporations have always had a "juridical personality" for the purposes of exercising powers to conduct business while shielding individual shareholders from personal liability.

In American law, corporations obtain these powers directly from the states that incorporate them or grant them authority to conduct business in the state. In other words, corporations are creatures of *state* laws. For more than two centuries, the power to define their form, limits, and privilege has belonged *only to the states*.

Our own U.S. Supreme Court over our nation's history has held that "**A corporation is an artificial being, invisible, intangible, and existing only in contemplation of law.**" – Chief Justice John Marshall, *Trustees of Dartmouth College v. Woodward* (1816); *First National Bank of Boston v. Bellotti* (1978), Justice Byron White (dissent).

Clean Elections Minnesota believes that this state jurisdiction to determine the powers a corporation has is a key to resolving big money in our politics. This isn't about corporate *rights*, as the Supreme Court determined in *Citizens United*. This is about corporate *powers*.

When a state exercises its authority to define corporations as entities *without* the power to spend in politics, it will no longer be relevant whether corporations have a *right* to spend in politics — because without the *power* to do so, the *right* to do so has no meaning.

So, the solution is this: clarify legislative intent in state statute that enumerates the powers a corporation has to conduct business in the state such that those powers shall not be deemed or interpreted as granting a "power" that isn't there - use of independent resources to influence elections in our State.

HF3419 addresses that solution. It is an effort to return to our voters a true say in our elections, without being overwhelmed and drowned out by the massive amount of corporate dark money we've seen in our recent elections. Clean Elections Minnesota urges the Committee to take action in favor of this bill.

Respectfully submitted,

David F. Fisher

On behalf of Clean Elections Minnesota