

**180.97 History:** 1951 c. 731 s. 7; Stats. 1951 s. 180.97; 1955 c. 661 s. 6; 1965 c. 53.

The general corporation law (ch. 86, R. S. 1878) does not repeal, take away or abridge the right and authority of a corporation organized prior to its enactment under a special charter. *Black River F. D. Asso. v. Ketchum*, 54 W 313, 11 NW 551.

While a nonprofit stock corporation lawfully organized prior to July 1, 1953 may continue to operate under ch. 180, 180.97 (1), Stats. 1957, is construed as not authorizing the organization of such corporations under ch. 180 subsequent to July 1, 1953. 47 Atty. Gen. 78.

**180.99 History:** 1961 c. 350; Stats. 1961 s. 180.99.

Veterinarians licensed under the provisions of ch. 150, Stats. 1967, may form a service corporation under 180.99. 57 Atty. Gen. 150.

Wisconsin professional service corporations under the new "Kintner" regulations. *Andrew*, 49 MLR 564.

The Wisconsin service corporation law of 1961. *Kahn*, 1962 WLR 65.

## CHAPTER 181.

### Nonstock Corporations.

**181.01 History:** 1953 c. 554; Stats. 1953 s. 181.01.

**Revision Committee Note, 1953:** No counterpart in 1951 statutes. The term "nonstock" is used because not all nonprofit corporations are covered by this chapter and because the term is used in 1951 statutes. [Bill 559-S]

On impairment of contracts see notes to sec. 12, art. I; on legislative power generally and on the public-purpose doctrine see notes to sec. 1, art. IV; on special and private laws (private corporations) see notes to sec. 31, art. IV; on the formation of corporations see notes to sec. 1, art. XI; and on general banking law see notes to sec. 4, art. XI.

**181.02 History:** 1953 c. 554; Stats. 1953 s. 181.02.

**Revision Committee Note, 1953:** No counterpart in 1951 statutes. Where it is appropriate, these definitions conform to those in ch. 180. The second sentence in (7) is inserted to avoid any question as to the eligibility of corporations, partnerships and associations to membership. [Bill 559-S]

**181.03 History:** 1953 c. 554; Stats. 1953 s. 181.03.

**181.04 History:** 1953 c. 554; Stats. 1953 s. 181.04; 1957 c. 97.

A nonstock and nonprofit corporation organized under ch. 181 may file an amendment to its articles providing that the corporation shall not be dissolved without the approval of the FHA as long as such agency holds an outstanding mortgage of the corporation. 48 Atty. Gen. 1.

**181.05 History:** 1953 c. 554; Stats. 1953 s. 181.05.

A city has no right to raise the issue of ultra vires in an action to defeat tax exemption of a charitable corporation. *Associated*

*Hospital Service v. Milwaukee*, 13 W (2d) 447, 109 NW (2d) 271.

**181.06 History:** 1953 c. 554; Stats. 1953 s. 181.06.

**181.07 History:** 1953 c. 554; Stats. 1953 s. 181.07.

**181.08 History:** 1953 c. 554; Stats. 1953 s. 181.08.

A corporation not organized or authorized under ch. 180 or this chapter may not be designated as a registered agent under 181.08, Stats. 1965. 55 Atty. Gen. 1.

**181.09 History:** 1953 c. 554; Stats. 1953 s. 181.09.

**181.095 History:** 1953 c. 554; Stats. 1953 s. 181.095.

**181.10 History:** 1953 c. 554; Stats. 1953 s. 181.10.

**181.11 History:** 1953 c. 554; Stats. 1953 s. 181.11.

**Revision Committee Note, 1953:** The existence of the corporation without stock should not depend upon the existence of its members. [Bill 559-S]

**181.12 History:** 1953 c. 554; Stats. 1953 s. 181.12.

**Revision Committee Note, 1953:** Some provision determining a member's rights upon death, withdrawal or expulsion is needed. The termination of property rights appears to be the only solution to the problem. Property rights accrued or established in existing corporations prior to the enactment of this chapter are protected by 181.75. The corporation probably has a right to expel members without statutory authority, but a specific provision is desirable. [Bill 559-S]

**181.13 History:** 1953 c. 554; Stats. 1953 s. 181.13.

**181.14 History:** 1953 c. 554; Stats. 1953 s. 181.14.

**181.15 History:** 1953 c. 554; Stats. 1953 s. 181.15; 1965 c. 252.

**181.16 History:** 1953 c. 554; Stats. 1953 s. 181.16.

**Revision Committee Note, 1953:** The comparatively low quorum requirement seems desirable because of the frequently widespread lack of interest on the part of members. [Bill 559-S]

**181.17 History:** 1953 c. 554; Stats. 1953 s. 181.17.

**181.175 History:** 1953 c. 554; Stats. 1953 s. 181.175; 1965 c. 252.

**Revision Committee Note, 1953:** Large organizations may wish to stimulate the members' interest, but find it impracticable to have meetings of all of the members because of the size of the membership. This section is designed to permit the establishment of local units in which members may meet and elect delegates to represent them at the corporation meetings. The meetings of delegates would

then be in lieu of meetings of the entire membership and would have the same powers as members' meetings regarding election of directors, etc. It also provides for the establishment of committees with very limited powers to administer the affairs of the local districts or units. [Bill 559-S]

**181.18 History:** 1953 c. 554; Stats. 1953 s. 181.18.

**181.19 History:** 1953 c. 554; Stats. 1953 s. 181.19.

**181.20 History:** 1953 c. 554; Stats. 1953 s. 181.20.

**Revision Committee Note, 1953:** Naming the first board of directors in the articles seems preferable to having it elected by the members. Thus, the corporation is ready to function immediately. [Bill 559-S]

**181.21 History:** 1953 c. 554; Stats. 1953 s. 181.21.

**Revision Committee Note, 1953:** (2) follows the recommendation of the supervisor of incorporations, and is designed to prevent an impasse arising upon the death of all the directors. [Bill 559-S]

**181.22 History:** 1953 c. 554; Stats. 1953 s. 181.22.

**181.23 History:** 1953 c. 554; Stats. 1953 s. 181.23.

**181.24 History:** 1953 c. 554; Stats. 1953 s. 181.24.

**181.25 History:** 1953 c. 554; Stats. 1953 s. 181.25.

**Revision Committee Note, 1953:** (1) and (2) conform to 180.41. (3) and (4) are not found in ch. 180, but will be useful to many nonstock corporations. [Bill 559-S]

**181.26 History:** 1953 c. 554; Stats. 1953 s. 181.26.

**Revision Committee Note, 1953:** Similar to 180.42, except that the power of removal is not confined to the board of directors. [Bill 559-S]

**181.27 History:** 1953 c. 554; Stats. 1953 s. 181.27.

**Revision Committee Note, 1953:** Similar to 180.43 (1) and (6). The provisions in 180.43 (2), (3), (4) and (5) should not be needed for nonstock corporations. [Bill 559-S]

**181.28 History:** 1953 c. 554; Stats. 1953 s. 181.28.

**Revision Committee Note, 1953:** This section forbids the organization of a nonprofit corporation with stock. This seems to be the most workable standard for distinguishing corporations governed by this act from those governed by ch. 180. [Bill 559-S]

**181.29 History:** 1953 c. 554; Stats. 1953 s. 181.29.

**181.30 History:** 1953 c. 554; Stats. 1953 s. 181.30.

**181.31 History:** 1953 c. 554; Stats. 1953 s. 181.31.

Under statutes in force in 1919 articles of a nonstock corporation may regulate voting and may vest members with voting power measured by their interests in the corporation. 8 Atty. Gen. 91.

**181.32 History:** 1953 c. 554; Stats. 1953 s. 181.32.

Where articles of a proposed agricultural society, with a certificate of the election of officers, were recorded in the proper office, but did not remain on file, and were returned, such recording was insufficient, and those who organized the society were liable as partners. *Bergeron v. Hobbs*, 96 W 641, 71 NW 1056.

**181.33 History:** 1953 c. 554; Stats. 1953 s. 181.33.

**181.34 History:** 1953 c. 554; Stats. 1953 s. 181.34.

**Revision Committee Note, 1953:** The initial board of directors has been named in the articles. The corporation is ready to function immediately since no stock is to be issued. [Bill 559-S]

**181.35 History:** 1953 c. 554; Stats. 1953 s. 181.35.

**Revision Committee Note, 1953:** Similar to 180.50 (1), except that the original purposes for which the corporation is organized may not be substantially changed by amendment. [Bill 559-S]

A proposed amendment of articles of organization of a nonstock company, originally incorporated for carrying on the business of fire insurance in a single municipality, which adds to such purposes those of marine insurance, liability insurance, steam boiler insurance, fidelity insurance, title insurance, credit insurance, without territorial limit, substantially changes the purposes of the organization, contrary to the provisions of sec. 1774, Stats. 1917. 6 Atty. Gen. 819.

**181.36 History:** 1953 c. 554; Stats. 1953 s. 181.36.

**Revision Committee Note, 1953:** This permits a comparatively small percentage of the total membership to adopt amendments. However, any higher percentage would frequently prevent any amendment because of membership inertia. [Bill 559-S]

**181.37 History:** 1953 c. 554; Stats. 1953 s. 181.37.

**Revision Committee Note, 1953:** This section is patterned after 180.53 so far as it is applicable. Informal action under 181.72 upon written consent of all members is tantamount to action at a meeting. [Bill 559-S]

Where articles of organization are "amended so as to read as follows," that which follows the words quoted constitutes the complete articles as amended, and to be valid must contain everything that is required to be stated in articles of organization. An addition to the purposes for which a corporation, without capital stock is organized, of anything which substantially changes such purposes is invalid. 10 Atty. Gen. 657.

**181.38 History:** 1953 c. 554; Stats. 1953 s. 181.38.

**181.39 History:** 1953 c. 554; Stats. 1953 s. 181.39.

The state historical society may avail itself of the provisions of ch. 181, Stats. 1953, to the extent that ch. 181 is applicable and not otherwise inconsistent with the articles of the society or the laws relating thereto. 42 Atty. Gen. 333.

**181.40 History:** 1953 c. 554; Stats. 1953 s. 181.40.

**181.41 History:** 1953 c. 554; Stats. 1953 s. 181.41.

**181.42 History:** 1953 c. 554; Stats. 1953 s. 181.42.

**181.43 History:** 1953 c. 554; Stats. 1953 s. 181.43.

**181.44 History:** 1953 c. 554; Stats. 1953 s. 181.44.

**181.45 History:** 1953 c. 554; Stats. 1953 s. 181.45.

**181.46 History:** 1953 c. 554; Stats. 1953 s. 181.46.

**181.47 History:** 1953 c. 554; Stats. 1953 s. 181.47.

**181.48 History:** 1953 c. 554; Stats. 1953 s. 181.48.

**181.49 History:** 1953 c. 554; Stats. 1953 s. 181.49.

**181.50 History:** 1953 c. 554; Stats. 1953 s. 181.50.

**181.51 History:** 1953 c. 554; Stats. 1953 s. 181.51.

**181.52 History:** 1953 c. 554; Stats. 1953 s. 181.52.

**181.53 History:** 1953 c. 554; Stats. 1953 s. 181.53.

**181.54 History:** 1953 c. 554; Stats. 1953 s. 181.54.

**181.55 History:** 1953 c. 554; Stats. 1953 s. 181.55.

**181.555 History:** 1953 c. 554; Stats. 1953 s. 181.555.

**181.56 History:** 1953 c. 554; Stats. 1953 s. 181.56; 1961 c. 28.

**181.57 History:** 1953 c. 554; Stats. 1953 s. 181.57.

**181.58 History:** 1953 c. 554; Stats. 1953 s. 181.58.

**181.59 History:** 1953 c. 554; Stats. 1953 s. 181.59.

**181.60 History:** 1953 c. 554; Stats. 1953 s. 181.60.

**181.61 History:** 1953 c. 554; Stats. 1953 s. 181.61.

**181.62 History:** 1953 c. 554; Stats. 1953 s. 181.62.

**181.63 History:** 1953 c. 554; Stats. 1953 s. 181.63.

**181.64 History:** 1953 c. 554; Stats. 1953 s. 181.64.

**181.65 History:** 1953 c. 554; Stats. 1953 s. 181.65.

**181.66 History:** 1953 c. 554; Stats. 1953 s. 181.66.

**Revision Committee Note, 1953:** The present Wisconsin practice is not to require foreign corporations of a nonprofit character to be licensed before conducting business in this state. If this practice is to be continued, there is no need for statutory provisions regulating the admission of foreign corporations, registered agents, service of process and annual reports. [Bill 559-S]

**181.665 History:** 1953 c. 554; Stats. 1953 s. 181.665.

**181.67 History:** 1953 c. 554; Stats. 1953 s. 181.67.

**181.68 History:** 1953 c. 554; Stats. 1953 s. 181.68; 1963 c. 224; 1969 c. 154.

See note to 180.10, citing 55 Atty. Gen. 24.

**181.69 History:** 1953 c. 554; Stats. 1953 s. 181.69.

**181.70 History:** 1953 c. 554; Stats. 1953 s. 181.70.

**181.71 History:** 1953 c. 554; Stats. 1953 s. 181.71.

**181.72 History:** 1953 c. 554; Stats. 1953 s. 181.72.

**181.73 History:** 1953 c. 554; Stats. 1953 s. 181.73.

**181.74 History:** 1953 c. 554; Stats. 1953 s. 181.74.

**181.75 History:** 1953 c. 554; Stats. 1953 s. 181.75.

**181.76 History:** 1953 c. 554; Stats. 1953 s. 181.76; 1955 c. 661; 1965 c. 90.

Corporations organized under 187.01, 94.03 and ch. 157, Stats. 1953, and ch. 146, General Laws 1872, may elect to be subject to ch. 181 by filing and recording restated articles of incorporation in accordance with the requirements of said chapter. Corporations so electing to become subject to ch. 181 may not be required to submit a certified copy of their original articles of incorporation to the secretary of state. 44 Atty. Gen. 43.

## CHAPTER 182.

### Miscellaneous Corporate Provisions: Turnpike Corporations.

**182.004 History:** 1919 c. 402 s. 1; Stats. 1919 s. 1771b; 1921 c. 329; 1923 c. 291 s. 3; 1923 c. 313; 1923 c. 449 s. 39; Stats. 1923 s. 180.04; 1925 c. 321; 1927 c. 287; 1927 c. 534 s. 4; 1927 c. 541 s. 24; 1949 c. 272; 1951 c. 731 s. 3; Stats. 1951 s. 182.004; 1955 c. 661 s. 12 to 15.

A housing corporation existing under