

vacancy in the office of member of any county committee, or in the office of chairman or secretary thereof, by death, resignation or otherwise, may be filled by election by the members of the committee in which the vacancy occurs; but no person shall in any case be elected to represent any ward or township upon any county committee unless he possesses the qualifications required by this act. The county committee of each political party in counties to which this act applies, as now organized, shall hold office and act until their successors are elected in pursuance of this act.

SECTION 28. The provisions of this act shall apply to all city and special, as well as to general elections, but shall not apply to judicial elections nor to the election of delegates to state conventions.

Not to apply to judicial elections nor to elections of delegates to state conventions.

SECTION 29. This act shall take effect and be in force from and after its passage and publication.
Approved April 24, 1891.

No. 679, A.]

[Published May 5, 1891.

CHAPTER 440.

AN ACT to provide for the re-organization of any corporation organized under the provisions of section 1771, of the revised statutes of Wisconsin, and to define the powers and duties thereof, and the rights of its members.

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

SECTION 1. Any corporation heretofore organized under the provisions of section 1771, of the revised statutes of Wisconsin, and having a membership of not less than one thousand persons, may re-organize and re-incorporate under the provisions of this act, for the purpose of insuring or indemnifying its members, on the as-

Assessment of life insurance companies may re-organize, when.

assessment plan of life insurance, against accident, old age and death or against either of them.

Articles of organization to contain, what.

SECTION 2. The majority of the board of directors of any such corporation, at a regular meeting thereof, or at a special meeting called for the purpose of re organizing under the provisions of this act, shall make, sign and acknowledge written articles containing and declaring:

1st. The name and location of such corporation, the date of its organization, the purpose for which it was organized, the names and residences, of its president, secretary and treasurer, or principal officers, the names and residences of the several members of its board of directors, its principal office or place of business, the number of its members and the fact that such corporation desires to re-organize and incorporate under the provisions of this act.

2nd. The purpose for which such corporation is reorganized and incorporated.

3rd. The name and location of the corporation as reorganized, but such name shall not contain the names of individuals, in the manner in which they are ordinarily used in partnerships or business names. No corporate name shall be held illegal because of the omission of the word "limited," or the word "mutual."

4th. The designation of the general officers, their terms of office, and how elected, whether by the members or by the board of directors.

5th. The number of the directors and their present classification and terms of office, giving the names of the members of the present board of directors belonging to each class, and when their terms of office will expire, and how their successors will be elected, and their terms of office, except when elected or appointed to fill vacancies.

6th. The principal duties of the several general officers respectively, and of the board of directors.

7th. That the board of directors shall have authority to make, amend or repeal by-laws.

8th. Whether there shall be an executive committee, a medical board, how elected or constituted, their terms of office, and that their general powers and duties shall be set forth in the by-laws of the corporation.

9th. Such other provisions and powers, not

inconsistent with this act, the constitution and laws of the United States, and the constitution and laws of the state of Wisconsin, as may be necessary or convenient for carrying out the purposes for which such organization is re-incorporated.

SECTION 3. A true copy of the articles provided for in section 2 of this act, duly verified by the president and the secretary of such corporation, shall be recorded by the register of deeds of the county in which such corporation is located, and not until such articles are so left for record, shall such corporation be deemed to be reorganized and incorporated under this act. A like verified copy shall, within thirty days, be filed with the secretary of state, and for a failure to do so, the president and the secretary of such corporation shall forfeit each the sum of one hundred dollars.

Copies of articles to be filed for record with register of deeds, and filed with secretary of state.

SECTION 4. A certified copy of such articles of incorporation and reorganization, by the register of deeds or by the secretary of state, shall be admitted in evidence in all courts and in all places in this state.

Certified copy shall be evidence.

SECTION 5. The present officers, directors and committees and medical board of any such corporation shall continue in office and exercise their present powers and duties until they are otherwise provided by by-laws and until their successors are elected and have qualified.

Present officers to continue.

SECTION 6. It shall be the duty of the board of directors of any such corporation to make and adopt a code of by-laws and provide therein how persons may be accepted into membership, or suspended or discharged therefrom. The by-laws shall also prescribe the duties of members and the terms and conditions upon which they shall forfeit their rights of membership. The by-laws may contain such other matters as the board of directors may see fit to adopt in the interests of such corporation, not inconsistent with the purposes and powers named in the articles of incorporation, and not inconsistent with the constitution and laws of the United States or the state of Wisconsin; provided, that the present by-laws of any such corporation shall govern until a new code of by-laws shall be adopted; provided, also, that any copy of the by-laws of any such

By-laws.

corporation, certified by the president and the secretary of any such corporation to be the by-laws thereof, shall be admitted in all courts and legal proceedings in this state as conclusive evidence of the by-laws of any such corporation.

Rights and obligations of members of old corporation preserved and continued.

SECTION 7. The rights and obligations of all persons and members of the old corporation shall remain and be preserved intact in the new corporation reorganized and re-incorporated under this act, subject, however, to the right and power of such corporation to make by-laws and prescribe therein the rights and duties of the members of such corporations.

Powers of corporation.

SECTION 8. Any such corporation may acquire and hold real estate necessary and convenient to carry on its business; it may loan its moneys, and to secure the payment thereof, it may take notes or bonds and real estate mortgages. It shall have power to invest its moneys and funds in any bonds, certificates or other evidences of indebtedness, issued by the United States, the state of Wisconsin, or by any county, town, school district, or incorporated city or village within the state of Wisconsin. And such corporation may sue or be sued in its corporate name.

SECTION 9. This act shall take effect and be in force from and after its passage and publication.

Approved April 24, 1891.