

CHAPTER 188.

DOMESTIC CORPORATIONS.

FRATERNAL SOCIETIES.

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188.01 May elect trustees. The members of any grand lodge or division or of any subordinate lodge or division acting under the authority of any grand lodge or division of Free Masons, Odd Fellows, Hermann's Sons, or Sons of Temperance, Grand Army of the Republic, or of the State Grange, or any subordinate grange of the order of Patrons of Husbandry acting under the authority of a state or national grange, or of the State Woman's Christian Temperance Union, or any county, district or local Woman's Christian Temperance Union, or of any other society constituted in a manner generally similar to either of the foregoing, whether acting under the jurisdiction of a grand lodge or division or not, may assemble at their usual place of meeting and, in pursuance of the rules of their society, elect not less than three nor more than nine of their number trustees to take care of the property, real and personal, belonging thereto and transact all the business relative to the investment and disposal thereof.

188.02 Powers of trustees. Such trustees may have a common seal and alter the same at pleasure, and for all purposes for which they are authorized to act shall be deemed a corporation, and in pursuance of the rules and regulations of such society and in conformity with the rules and regulations of the grand lodge, division or society from which they derive their charter may take possession of, manage, control, purchase, lease, receive, recover, hold, sell, convey, mortgage, demise and improve all the property thereof or necessary therefor, real and personal, including all burial places belonging thereto, erect and keep in repair all buildings necessary therefor, and may sue and be sued in all matters pertaining to such property and the debts, claims, demands and liabilities thereof, and the name in which they shall sue or be sued shall be, "The trustees of . . ." (name the grand lodge, lodge, division, grange or society of which they are trustees).

188.03 In whom property to vest. All the real and personal property that shall have been conveyed by devise, gift, grant, purchase or otherwise to any such society or to any person as trustee for the use thereof shall vest in such trustees and their successors in office as fully as if originally conveyed to them, and shall be held by them and by their successors in trust for such society in the manner aforesaid.

Note: A conveyance of realty of a subordinate lodge of a fraternal order by the trustees thereof to a corporation, formed to construct and hold a building to be maintained for the benefit of several lodges, operated as a transfer of title, in view of 188.02 and this section, although at common law a corporation could not hold stock of another corporation. Under 188.02, the trustees of such lodges are corporations with limited powers, and are authorized to hold stock in corporations organized to hold buildings for them. Under said statutes, stock in a "Temple" corporation having issued to respective subordinate lodges, title to such stock vested in the trustees of such lodges. *Miller v. Milwaukee Odd Fellows Temple, Inc.*, 206 W 547, 240 NW 193.

188.04 Election, term and removal of trustees. Such trustees shall be elected annually at such time and place and in such manner as shall be prescribed by the rules or by-laws of such society, and they shall severally hold their offices for one year and until their successors are elected; but any such society, at the first or any subsequent election, may classify such trustees so that the term of office of one-third of them shall expire each year; and when so classified the term of office of the trustees thereafter elected shall be three years and until their successors are elected. Any such trustee may be removed in accordance with the rules or by-laws of such society, and all vacancies may be filled for the residue of the term. Any two of such trustees may call a meeting thereof, and a majority of them being convened may transact any business authorized to be done by them. When-

ever any subordinate grange of the Patrons of Husbandry shall from any cause cease to exist the trustees then in office shall immediately sell the property thereof and divide the proceeds pro rata among its members.

188.05 Council of granges. Any members of subordinate granges of the Patrons of Husbandry, not less than five, located in any county or in adjoining counties may unite and be known and designated by some especial name as a council of granges of the Patrons of Husbandry, and may, as such, elect trustees as provided in this chapter, who shall have all the powers and privileges in respect to the property of such council of granges which are by this chapter conferred upon the trustees of a subordinate grange.

188.06 Powers of trustees. The powers conferred by this chapter upon the trustees of a subordinate grange or council of granges of the Patrons of Husbandry shall not be exercised until the chief officers of such grange or council of granges shall make and sign a certificate setting forth the name, number and date of organization of such grange or council and the number and names of its trustees first elected, and file the same in the office of the register of deeds in the county in which such grange or council is located; nor, in case of the state grange, until the like officers thereof shall have made, signed and filed a like certificate in the office of the secretary of state.

188.07 Trustees in office to continue. All trustees of any such society, in office at the time these statutes take effect, shall hold their offices for the terms for which they were elected, with the powers and privileges conferred upon them by law at the time of their election or by this chapter.

188.08 Corporate powers of American Legion. (1) Any post, county or district council or department of the American Legion organized in this state pursuant to the acts of congress passed September 16, 1919, and the acts amendatory thereto, and any unit, county or district council, or department of the auxiliary of the American Legion organized in this state, shall have full corporate power to transact business in this state and to take over the assets and liabilities of the existing posts, units, county or district councils, or departments upon filing with the secretary of state a statement of its intent so to do and a full and complete list of its duly elected officers, and shall by so doing become a body corporate. Each such post, unit, county or district council or department shall during each succeeding year of its existence file with the secretary of state on or before the first day of January of each succeeding year thereafter a like list of its duly elected officers. No filing fee shall be charged by the secretary of state for so doing.

(2) All acts done by any post, unit, county or district council, or department, incorporated, or its constituted authorities, shall be considered acts of said post, unit, county or district council, or department, as a body corporate, and no personal liability shall be attached to any member therefor.

(3) Subsection (2) of section 180.02 shall not apply to corporations organized under section 188.08. In the execution of any conveyance or incumbrance by such corporations, the post, county or district, or department commander, and the post, county or district council, or department adjutant, or like or similar officers, shall have the powers and duties granted to presidents and secretaries respectively under subsection (2) of section 235.19. The provisions of this section shall apply to all corporations incorporated hereunder whether incorporated before or after May 14, 1937. [1931 c. 354; 1937 c. 126; 43.08 (3)]

188.085 Changing names and dissolving units of the American Legion. Any post, county, district council, department or other unit of the American Legion or of the auxiliary of the American Legion which has become a body corporate under the provisions of section 188.08 may change its name or dissolve by the adoption of a written resolution to that effect, by a vote of a majority of its members present at a meeting called for that purpose and by filing the same as herein provided. Such resolution, with a certificate thereto affixed, signed by the commander and adjutant, or like or similar officers, stating the facts, including the date of the adoption of such resolution, the number of members present at such meeting, and the number of members who voted for the adoption of the resolution, shall be forwarded to and filed with the secretary of state, and thereupon the name of such corporation shall be changed or the corporation shall cease to exist, as the case may be. In lieu of the foregoing method of dissolution, any corporation formed under section 188.08 may be dissolved by the filing of a certificate in the office of the secretary of state reciting that such corporation has ceased to be a unit of the American Legion or its auxiliary. Such certificate shall be signed by the national commander and national adjutant of the American Legion or by the state commander and state adjutant of the American Legion, department of Wisconsin. In the case of units of the auxiliary the certificates shall be signed by the national president and national secretary or the department president and department secretary. Corporations dissolved

under this section shall continue to have corporate existence for the time and purposes specified in section 181.02. No fee shall be charged by the secretary of state for such filing. [1939 c. 344; 1947 c. 427]

188.09 Corporate powers of the Disabled American Veterans and affiliates. (1) Any chapter, county or district council, or department of the Disabled American Veterans, organized in this state pursuant to an act of congress of the United States, known as Public No. 186, seventy-second congress (H. R. 4738), and the acts amendatory thereto, any unit or department of the auxiliary of the Disabled American Veterans in this state and any dugout or state department of the National Order of Trench Rats, their auxiliaries and affiliated organizations, or any department thereof, organized in this state, shall have full corporate power to transact business in this state and to take over the assets and liabilities of the existing chapters, county or district councils, department of Wisconsin, their auxiliaries and affiliated organizations, or any department thereof, upon filing with the secretary of state a statement of its intent so to do, and a full and complete list of its duly elected officers, and shall by so doing become a body corporate. Each such chapter, county or district council, department, unit, dugout and state department thereof, their auxiliaries or affiliated organizations, shall during each succeeding year of its existence file with the secretary of state on or before April 1 of each succeeding year thereafter a like list of its duly elected officers. No filing fee shall be charged by the secretary of state for so doing.

(2) All acts done by any department, chapter, county or district council, unit, dugout and state department thereof, their auxiliaries or affiliated organizations so incorporated, or its constituted authorities, shall be considered acts of said department, chapter, county or district council, unit, dugout or department thereof, their auxiliaries or affiliated organizations, as a body corporate, and no personal liability shall be attached to any member thereof.

(3) Subsection (2) of section 180.02 shall not apply to corporations organized under section 188.09. In the execution of any conveyance or incumbrance by such corporations, the chapter or department commander and the chapter or department adjutant, or like or similar officers of any of the affiliated or auxiliary organizations, shall have the powers and duties granted to presidents and secretaries respectively under subsection (2) of section 235.19. The provisions of this section shall apply to all corporations incorporated hereunder whether incorporated before or after May 14, 1937. [1937 c. 124; 1941 c. 207, 43.08 (3); 1947 c. 353]

188.095 Changing names and dissolving units of the Disabled American Veterans. Any chapter, county or district council, or department of the Disabled American Veterans, or other unit of the Disabled American Veterans, or of the auxiliaries of the Disabled American Veterans, which has become a body corporate under the provisions of section 188.09, may, whenever its articles do not provide the manner in which its name shall be changed or of its dissolution, change its name or dissolve by the adoption of a written resolution to that effect, by a vote of the majority of its members present at a meeting called for that purpose, and by filing the same as herein provided. A certificate thereto affixed, signed by the commander and adjutant, or like or similar officers, stating the facts, including the date of adoption of such resolution, the number of members present at such meeting, and the number of members who voted for the adoption of the resolution, shall be forwarded to and filed with the secretary of state, and thereupon, the name of such corporation shall be changed or the corporation shall cease to exist as the case may be, except that in case of dissolution, it shall continue to exist for the purpose of winding up its affairs. No fee shall be charged by the secretary of state for such filing. [1941 c. 208; 1947 c. 353]

188.10 Corporate powers of the Wisconsin Veterans Council. The Wisconsin Veterans Council shall have full corporate power to transact business in this state upon filing with the secretary of state a full and complete list of its duly elected officers. The Wisconsin Veterans Council shall during each succeeding year of its existence file with the secretary of state on or before the first day of January of each succeeding year thereafter a like list of its duly elected officers. No filing fees shall be charged by the secretary of state for so doing. [1937 c. 109]

188.11 Corporate powers of the Veterans of Foreign Wars and affiliates. (1) Any post, county or district council, or department of the Veterans of Foreign Wars of the United States, organized in this state pursuant to an act of the seventy-fourth congress of the United States, and the acts amendatory thereto, any unit or department of the Auxiliary of the Veterans of Foreign Wars of the United States in this state and any Pup-Tent or Grand Pup-Tent of the Military Order of the Cooties, their auxiliaries and affiliated organizations, or any department thereof, organized in this state, shall have

full corporate power to transact business in this state and to take over the assets and liabilities of the existing posts, county or district councils, department of Wisconsin, their auxiliaries and affiliated organizations, or any department thereof, upon filing with the secretary of state a statement of its intent, signed by commander and adjutant so to do, and a full and complete list of its duly elected officers, and shall by so doing become a body corporate. Provided, a duplicate of such statement and certificate of the secretary of state, showing the date when such statement was filed by him, shall within 30 days of such filing be recorded by the register of deeds of the county in which such organization or its principal office is located, and until such recording no such organization shall have legal corporate existence. Notwithstanding such recording requirement any organization having acquired corporate existence prior to the effective date of this amendment (1945) shall continue to have such corporate existence if it shall within 90 days after the effective date of this amendment cause a duplicate or certified copy of its statement of intent and such certificate of the secretary of state to be recorded with the register of deeds of the county where it or its principal office is located. Each such post, county or district council, department, unit, pup-tent and grand pup-tent, their auxiliaries or affiliated organizations, shall during each succeeding year of its existence file with the secretary of state on or before January 1 of each succeeding year thereafter a like list of its duly elected officers. No filing fee shall be charged by the secretary of state for so doing.

(2) All acts done by any department, post, county or district council, unit, pup-tent, grand pup-tent, their auxiliaries or affiliated organizations so incorporated, or its constituted authorities, shall be considered acts of said department, post, county or district council, unit, pup-tent, grand pup-tent, their auxiliaries or affiliated organizations, as a body corporate, and no personal liability shall be attached to any member therefor.

(3) Subsection (2) of section 180.02 shall not apply to corporations organized under section 188.11. In the execution of any conveyance or incumbrance by such corporations, the post or department commander and the post or department adjutant, or like or similar officers, shall have the powers and duties granted to presidents and secretaries respectively under subsection (2) of section 235.19. The provisions of this section shall apply to all corporations incorporated hereunder whether incorporated before or after May 14, 1937. [1937 c. 125; 43.08 (3); 1945 c. 379]

188.115 Changing names and dissolving units of the Veterans of Foreign Wars of the United States and affiliates. Any post, county or district council, department or other unit of the Veterans of Foreign War of the United States, or of the auxiliaries of the Veterans of Foreign Wars of the United States, or any Pup-Tent or Grand Pup-Tent of the Military Order of the Cooties or of the auxiliaries of the Military Order of the Cooties, which has become a body corporate under the provisions of section 188.11, may, whenever its articles do not provide the manner in which its name shall be changed or of its dissolution, change its name or dissolve by the adoption of a written resolution to that effect, by a vote of the majority of its members present at a meeting called for that purpose and by filing the same as herein provided. Such resolution, with a certificate thereto affixed, signed by the commander and adjutant, or like or similar officers, stating the facts, including the date of adoption of such resolution, the number of members present at such meeting, and the number of members who voted for the adoption of the resolution, shall be forwarded to and filed with the secretary of state, and thereupon, the name of such corporation shall be changed or the corporation shall cease to exist as the case may be, except that in case of dissolution, it shall continue to exist for the purpose of winding up its affairs. No fee shall be charged by the secretary of state for such filing. [1943 c. 30]

188.12 Corporate powers of the 40 and 8. Any Grand Voiture or Voiture locale of the La Societe des 40 Hommes et 8 Chevaux organized in this state pursuant to authority granted by La Societe Nationale des 40 Hommes et 8 Chevaux shall have full corporate power to transact business in this state and take over the assets and liabilities of the existing Voitures Locale and Grand Voiture of the state of Wisconsin, upon filing with the secretary of state a statement of its intent so to do and a full and complete list of its duly elected officers. Each Voiture Locale and Grand Voiture shall, during each succeeding year of its existence, file with the secretary of state on or before the first day of January of each succeeding year thereafter a like list of its duly elected officers. No filing fees shall be charged by the secretary of state for so doing. [1937 c. 33; 43.08 (2)]

188.13 Corporate powers of Red Arrow Clubs. (1) Any Red Arrow Club, composed exclusively of persons who were members of the 32nd Division at any time during World War I or male members who served in the 32nd Division of the United States Army at any time in the period from October 10, 1940, to the termination of World War II as proclaimed by the President or the Congress, organized in this state, shall have full corporate power to transact business in this state and to take over the assets and liabilities

of the existing clubs in this state, upon filing with the secretary of state a statement of its intent so to do, and a full and complete list of its duly elected officers, and shall by so doing become a body corporate. Each such club shall during each succeeding year of its existence file with the secretary of state on or before January 1 of each succeeding year thereafter a like list of its duly elected officers. No filing fee shall be charged by the secretary of state for so doing.

(2) All acts done by any club, so incorporated, or its constituted authorities, shall be considered acts of such club, as a body corporate, and no personal liability shall be attached to any member therefor.

(3) Subsection (2) of section 180.02 shall not apply to corporations organized under section 188.13. The provisions of this section shall apply to all corporations incorporated hereunder whether incorporated before or after March 28, 1939. [1939 c. 18; 43.08 (3); 1945 c. 15]

188.14 Corporate powers of the Military Order of the World War. Any chapter of the Military Order of the World War in this state shall have full corporate power to transact business in this state upon filing with the secretary of state a full and complete list of its duly elected officers. Each such chapter shall during each succeeding year of its existence file with the secretary of state on or before the first day of January of each succeeding year thereafter a like list of its duly elected officers. No filing fees shall be charged by the secretary of state for so doing. [1939 c. 188]

188.15 Corporate powers of Marine Corps League and affiliates. (1) Any detachment or state department of the Marine Corps League, organized and existing in this state pursuant to the acts of congress passed August 4, 1937, and the acts amendatory thereto, and any unit of the auxiliary of the Marine Corps League organized in this state and recognized by the local detachment, shall have full corporate power to transact business in this state, to take over the assets and liabilities of the existing detachments, units or departments, upon filing with the secretary of state a statement of its intent so to do and a full and complete list of its duly elected officers, and shall by so doing become a body corporate. Each such detachment, department, unit, their affiliated organizations or auxiliaries, shall during each succeeding year of its existence file with the secretary of state on or before January 1 of each succeeding year thereafter, a correct list of its duly elected officers. No filing fee shall be charged by the secretary of state for so doing.

(2) All acts done by any department, detachment, unit, their auxiliaries or affiliated organizations so incorporated, or its constituted authorities, shall be considered acts of said department, detachment, unit, their auxiliaries or affiliated organizations, as a body corporate, and no personal liability shall be attached to any member therefor.

(3) Subsection (2) of section 180.02 shall not apply to corporations organized under section 188.15. In the execution of any conveyance or incumbrance by such corporations, the detachment or department commandant and the detachment or department adjutant, or like or similar officers, shall have the powers and duties granted to presidents and secretaries, respectively, under subsection (2) of section 235.19. The provisions of this section shall apply to all corporations incorporated hereunder whether incorporated before or after June 4, 1941. [1941 c. 167; 1943 c. 275 s. 46; 43.08 (3)]

188.16 Corporate powers of the Military Order of the Purple Heart. (1) Any chapter, county or district council or department composed exclusively of persons who were awarded the medal known as the Purple Heart organized in this state pursuant to the constitution and by-laws of the national organization of the Military Order of the Purple Heart and any unit, county or district council or department of the auxiliary of the Military Order of the Purple Heart organized in this state shall have full corporate power to transact business in this state and to take over the assets and liabilities of the existing chapters, units, county or district councils, or departments upon filing with the secretary of state a statement of its intent so to do and a full and complete list of its duly elected officers and thereupon it shall become a body corporate. Each such chapter, unit, county or district council or department, shall, during each succeeding year of its existence, file with the secretary of state on or before January 1 of each succeeding year thereafter a like list of its duly elected officers. No filing fee shall be charged by the secretary of state for so doing.

(2) All acts done by any chapter, unit, county or district council or department, so incorporated, or its constituted authorities, shall be considered acts of such chapter, unit, county or district council or department, as a corporate body, and no personal liability shall be attached to any member therefor.

(3) Section 180.02 (2) shall not apply to corporations organized under this section. In the execution of any conveyance or incumbrance by such corporations, the chapter, county or district, or department commander, and the chapter, county or district council, or department adjutant, or like or similar officers, shall have the powers and duties

granted to presidents and secretaries respectively under section 235.19 (2). The provisions of subsections (1) and (2) shall apply to all corporations incorporated thereunder whether incorporated before or after March 28, 1943.

(4) Any chapter, county, district council, department or other unit of the Military Order of the Purple Heart or of the auxiliary of the Military Order of the Purple Heart which has become a body corporate under the provisions of this section may change its name or dissolve by the adoption of a written resolution to that effect, by a vote of a majority of its members present at a meeting called for that purpose and by filing the same as herein provided. Such resolution, with a certificate thereto affixed, signed by the commander and adjutant, or like or similar officers, stating the facts, including the date of the adoption of such resolution, the number of members present at such meeting, and the number of members who voted for the adoption of the resolution, shall be forwarded to and filed with the secretary of state, and thereupon the name of such corporation shall be changed or the corporation shall cease to exist, as the case may be, except that in case of dissolution it shall continue to exist for the purpose of winding up its affairs. No fee shall be charged by the secretary of state for such filing. [1943 c. 19; 1945 c. 140]

188.17 Corporate powers of Navy Club. (1) Any unit, department or auxiliary of the Navy Club of the United States of America organized in this state pursuant to the act of congress of June 6, 1940 (chapter 239) [54 Stats. at Large p. 232] and acts amendatory thereto, shall have full corporate power to transact business in this state and to take over the assets and liabilities of existing navy clubs and navy club auxiliaries upon filing with the secretary of state a statement of its intent so to do and a full and complete list of its duly elected officers and shall by so doing become a body corporate. Each such corporation shall during each succeeding year of its existence file with the secretary of state on or before January 1 a like list of its duly elected officers. No filing fee shall be charged by the secretary of state for so doing.

(2) All acts done by any such corporation or its constituted authorities shall be considered acts of said corporation as a body corporate and no personal liability shall be attached to any member therefor.

(3) Section 180.02 (2) shall not apply to corporations organized under section 188.17. In the execution of any conveyance or incumbrance by such corporation the commandant and the ship's writer, or like or similar officers, shall have the powers and duties granted to presidents and secretaries respectively under section 235.19 (2). The provisions of this section shall apply to all corporations incorporated hereunder whether incorporated before or after April 8, 1943. [1943 c. 31; 43.08 (2); 1943 c. 169]

188.18 Corporate powers of reserve officers association. (1) The department of Wisconsin and any chapter or unit of the reserve officers association of the United States, organized in this state pursuant to the constitution, by-laws and rules and regulations of such association or such department, shall have full corporation power to transact business in this state and to take over the assets and liabilities of the existing department, chapters or other units upon filing with the secretary of state, a statement of its intention so to do, its name, location and a full and complete list of its duly elected officers, and by so doing shall become a body corporate. Each such chapter, department or other unit shall file with the secretary of state on or before June 1 of each calendar year thereafter, a like statement and list of its duly elected officers. No filing fees shall be charged by the secretary of state for so doing.

(2) All acts done by the department or any chapter or other unit so incorporated or its constituted authorities, shall be considered acts of such department, chapter or other unit as a body corporate and no personal liability shall be attached to any member thereof. The provisions of section 180.02 (2) shall not apply to corporations organized under this section.

(3) Any department, chapter or other unit which has become a body corporate under the provisions of this section, whenever its constitution or by-laws do not provide the manner in which its name shall be changed or the dissolution effected, may change its name or dissolve by a majority vote of its members at a meeting called for that purpose. A certificate signed by the president and secretary stating the facts shall be filed with the secretary of state, and thereupon the name shall be changed or the corporation shall cease to exist except for the purpose of winding up its affairs. No filing fee shall be charged for such filing. [1947 c. 479]