

1991 Senate Bill 79

Date of enactment: **May 8, 1991**  
Date of publication\*: **May 12, 1991**

# 1991 WISCONSIN ACT 16

AN ACT *to repeal* 180.0120 (3) (b), 180.0820 (2) (c), 180.1621, 181.24 (3) (c), 185.32 (5) (c), 186.07 (3) (d), 215.50 (9) (d), 215.70 (3) (d) and 221.08 (9m) (c); *to renumber and amend* 180.0631 (1), 180.0631 (2) and 180.0741; *to amend* 157.62 (1) (b), 157.62 (2) (b) 1, 2 and 7, 180.0103 (5), 180.0120 (3) (a) (intro.), 180.0122 (1) (v), 180.0123 (1) (a) 2, 180.0123 (1) (b), 180.0128 (2) (b) 3, 180.0303 (4), 180.0401 (1) (a) 1, 180.0721 (3), 180.0725 (1), 180.0725 (3), 180.0728 (1), 180.0740 (2), 180.0743, 180.0746 (1) and (2), 180.0747, 180.0808 (3), 180.0824 (4) (a) 2, 180.0840 (title), 180.0856 (1), 180.0858 (1) (d), 180.1003 (3) (intro.), 180.1103 (3), 180.1103 (5) (b) 4, 180.1130 (13) (d), 180.1132 (1) (a) 1, 180.1132 (1) (a) 3, 180.1134 (intro.), 180.1201 (title), 180.1202 (title), 180.1202 (3), 180.1301 (4), 180.1302 (4), 180.1402 (3), 180.1420 (2), 180.1430 (intro.), 180.1433 (1), 180.1504 (2), 180.1705 (1) (c), 180.1706 (1), 180.1706 (3), 180.1707 (2) (a) 2, 180.1805 (8), 180.1907, 440.92 (6) (b) 1, 611.51 (8), 611.51 (9) (a), 706.03 (2) and 978.05 (6) (a); *to repeal and recreate* 180.0742; and *to create* 180.0103 (11m), 180.0103 (17m), 180.0630 (5) (e), 180.0631 (1), 180.0631 (2) (a) and (b), 180.0631 (3) (a), 180.0631 (4) and (5), 180.0728 (4), 180.0741 (1) and (2), 180.0744, 180.0824 (4) (a) 4, 180.1301 (1m) and 180.1706 (4) of the statutes, **relating to:** revisions to the business corporation law and repealing director verification requirements for telephonic meetings.

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

**SECTION 1.** 157.62 (1) (b) of the statutes, as affected by 1989 Wisconsin Act 307, is amended to read:

157.62 (1) (b) Paragraph (a) does not apply to any person required to file a report under s. ~~180.794~~ 180.1622 or 181.651.

**SECTION 2.** 157.62 (2) (b) 1., 2. and 7. of the statutes, as affected by 1989 Wisconsin Act 307, are amended to read:

157.62 (2) (b) 1. A copy of any report required under sub. (1) (a) or s. ~~180.794~~ 180.1622 or 181.651.

2. If the cemetery authority is required to file a report under s. ~~180.794~~ 180.1622 or 181.651, the information specified in sub. (1) (a) 3.

7. The information specified in sub. (1) (a), to the extent applicable, if the cemetery is not required to file a report under sub. (1) (a) or s. ~~180.794~~ 180.1622 or 181.651.

**SECTION 3.** 180.0103 (5) of the statutes is amended to read:

180.0103 (5) “Corporation” or “domestic corporation”, except as used in sub. (9), means a corporation for profit that is not a foreign corporation and that is incorporated under or subject to this chapter. “Corporation” or “domestic corporation” includes, to the extent provided under s. 180.1703, a corporation with capital stock but not organized for profit.

**SECTION 4.** 180.0103 (11m) of the statutes is created to read:

180.0103 (11m) “Person” includes an individual and an entity.

**SECTION 5.** 180.0103 (17m) of the statutes is created to read:

180.0103 (17m) “Treasury shares” means shares of a corporation that have been issued, that have been subsequently acquired by and belong to the corporation and that have not been canceled or restored to the status of authorized but unissued shares.

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**SECTION 6.** 180.0120 (3) (a) (intro.) of the statutes is amended to read:

180.0120 (3) (a) (intro.) Any of the following persons may execute a document described in s. 180.0122 (1) (a), (g), (j) to (n), (p) and (r) to (v) and a certificate of revocation of authority to transact business (b), (h) to (j), (m) to (r) and (u) to (ym):

**SECTION 7.** 180.0120 (3) (b) of the statutes is repealed.

**SECTION 7d.** 180.0122 (1) (v) of the statutes is amended to read:

180.0122 (1) (v) Application for amended certificate of authority, \$40, and in case the application shows that the foreign corporation employs in this state capital in excess of the amount of capital on which a fee has previously been paid, computed as provided in s. 180.1503, an additional fee which, with previous payments made on account of capital employed in this state, will amount to \$2 for each \$1,000 or fraction thereof of the excess.

**SECTION 7h.** 180.0123 (1) (a) 2. of the statutes is amended to read:

180.0123 (1) (a) 2. If no effective time is specified, the time it is received at the close of business.

**SECTION 7p.** 180.0123 (1) (b) of the statutes is amended to read:

180.0123 (1) (b) The date ~~and time~~ that a document is received by the office of the secretary of state is determined by the secretary of state's ~~date and time~~ endorsement on the original document under s. 180.0125 (1).

**SECTION 7t.** 180.0128 (2) (b) 3. of the statutes is amended to read:

180.0128 (2) (b) 3. The domestic corporation or foreign corporation has, during its most recently completed report year, filed with the secretary of state ~~its most recent~~ an annual report required by s. 180.1622, or, if a service corporation, by s. 180.1921.

**SECTION 8.** 180.0303 (4) of the statutes is amended to read:

180.0303 (4) Notwithstanding ss. 180.0828, 180.0831 and 180.0833, corporate action taken in good faith in anticipation of or during an emergency under this section to further the ordinary business affairs of the corporation binds the corporation and may not be used to impose liability on a corporate director, officer, employe or agent.

**SECTION 9.** 180.0401 (1) (a) 1. of the statutes is amended to read:

180.0401 (1) (a) 1. Shall contain the word “corporation”, “incorporated”, “company” or “limited” or the abbreviation “corp.”, “inc.”, “co.” or “ltd.” or words or abbreviations of like import in another language, except as provided in par. (b) or s. 180.1907.

**SECTION 10.** 180.0630 (5) (e) of the statutes is created to read:

180.0630 (5) (e) Treasury shares.

**SECTION 11.** 180.0631 (1) of the statutes is renumbered 180.0631 (2) (intro.) and amended to read:

180.0631 (2) (intro.) A corporation may acquire its own shares and all shares so acquired ~~constitute authorized but unissued shares.~~ after December 31, 1990, constitute treasury shares unless any of the following conditions exists:

**SECTION 12.** 180.0631 (1) of the statutes is created to read:

180.0631 (1) Treasury shares shall be considered issued shares but not outstanding shares.

**SECTION 13.** 180.0631 (2) of the statutes is renumbered 180.0631 (3) (b), and 180.0631 (3) (b) (intro.), as renumbered, is amended to read:

180.0631 (3) (b) (intro.) If the articles of incorporation prohibit the reissuance of acquired shares, the number of authorized shares is reduced by the number of shares acquired by the corporation, effective upon amendment of the articles of incorporation. The board of directors may adopt articles of amendment under this ~~subsection~~ paragraph without shareholder action and deliver them to the secretary of state for filing. The articles shall include all of the following information:

**SECTION 14.** 180.0631 (2) (a) and (b) of the statutes are created to read:

180.0631 (2) (a) The articles of incorporation prohibit treasury shares or prohibit the reissuance of acquired shares.

(b) The board of directors, by resolution, cancels the acquired shares, in which event the shares are restored to the status of authorized but unissued shares.

**SECTION 15.** 180.0631 (3) (a) of the statutes is created to read:

180.0631 (3) (a) If the articles of incorporation prohibit treasury shares but do not prohibit the reissuance of acquired shares, all of its own shares acquired by the corporation shall be restored to the status of authorized but unissued shares.

**SECTION 16.** 180.0631 (4) and (5) of the statutes are created to read:

180.0631 (4) Sections 180.0621 to 180.0628, as they apply to the issuance of shares, apply to the issuance of treasury shares.

(5) Treasury shares existing on December 31, 1990, remain treasury shares until disposed of, canceled or restored to the status of authorized but unissued shares by action of the board of directors or shareholders.

**SECTION 17.** 180.0721 (3) of the statutes is amended to read:

180.0721 (3) Subsection (2) does not limit the power of a domestic corporation or foreign corporation to vote any shares, including its shares, held by it in a fiduciary capacity.

**SECTION 18.** 180.0725 (1) of the statutes is amended to read:

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180.0725 (1) Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless the articles of incorporation, bylaws adopted under authority granted in the articles of incorporation or this chapter provides otherwise, a majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter.

**SECTION 19.** 180.0725 (3) of the statutes is amended to read:

180.0725 (3) If a quorum exists, action on a matter, other than the election of directors under s. 180.0728, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation, bylaws adopted under authority granted in the articles of incorporation or this chapter requires a greater number of affirmative votes.

**SECTION 20.** 180.0728 (1) of the statutes is amended to read:

180.0728 (1) Unless otherwise provided in the articles of incorporation, ~~each director is~~ directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. In this subsection, “plurality” means that the individuals with the largest number of votes are elected as directors up to the maximum number of directors to be chosen at the election.

**SECTION 21.** 180.0728 (4) of the statutes is created to read:

180.0728 (4) For purposes of this section, votes against a candidate are not given legal effect and are not counted as votes cast in an election of directors.

**SECTION 22.** 180.0740 (2) of the statutes is amended to read:

180.0740 (2) “Derivative proceeding” means a civil suit in the right of a domestic corporation or, to the extent provided in ss. 180.0743 ~~and 180.0745~~ to 180.0747, in the right of a foreign corporation.

**SECTION 23.** 180.0741 of the statutes is renumbered 180.0741 (intro.) and amended to read:

**180.0741 Standing.** (intro.) A shareholder or beneficial owner may not commence or maintain a derivative proceeding unless the shareholder or beneficial owner ~~was a shareholder or beneficial owner of the corporation at the time of the act or omission complained of or became a shareholder or beneficial owner through transfer by operation of law from a person who was a shareholder or beneficial owner at that time.~~ satisfies all of the following:

**SECTION 24.** 180.0741 (1) and (2) of the statutes are created to read:

180.0741 (1) Was a shareholder or beneficial owner of the corporation at the time of the act or omission complained of or became a shareholder or beneficial owner

through transfer by operation of law from a person who was a shareholder or beneficial owner at that time.

(2) Fairly and adequately represents the interests of the corporation in enforcing the right of the corporation.

**SECTION 25.** 180.0742 of the statutes is repealed and recreated to read:

**180.0742 Demand.** No shareholder or beneficial owner may commence a derivative proceeding until all of the following occur:

(1) A written demand is made upon the corporation to take suitable action.

(2) Ninety days expire from the date on which the demand was made, unless the shareholder or beneficial owner is notified before the expiration of 90 days that the corporation has rejected the demand or unless irreparable injury to the corporation would result by waiting for the expiration of the 90-day period.

**SECTION 26.** 180.0743 of the statutes is amended to read:

**180.0743 Stay of proceedings.** ~~Whether or not a demand for action was made, if~~ If the domestic corporation or foreign corporation commences an inquiry into the allegations made in the demand or complaint, the court may stay any derivative proceeding for the period that the court considers appropriate.

**SECTION 27.** 180.0744 of the statutes is created to read:

**180.0744 Dismissal.** (1) The court shall dismiss a derivative proceeding on motion by the corporation if one of the groups specified in sub. (2) or (6) has determined in good faith after conducting a reasonable inquiry upon which its conclusions are based that maintenance of the derivative proceeding is not in the best interests of the corporation, unless the court finds that the members of the group so voting were not independent or were not acting in good faith.

(2) Unless a panel is appointed under sub. (6), the determination in sub. (1) shall be made by any of the following:

(a) A majority vote of independent directors present at a meeting of the board of directors if the independent directors constitute a quorum.

(b) A majority vote of a committee consisting of 2 or more independent directors appointed by majority vote of independent directors present at a meeting of the board of directors, whether or not the voting, independent directors constitute a quorum.

(3) Whether a director is independent for purposes of this section may not be determined solely on the basis of any one or more of the following factors:

(a) The nomination or election of the director by persons who are defendants in the derivative proceeding or against whom action is demanded.

(b) The naming of the director as a defendant in the derivative proceeding or as a person against whom action is demanded.

(c) The approval by the director of the act being challenged in the derivative proceeding or demand if the act resulted in no personal benefit to the director.

(4) If a derivative proceeding is commenced after a determination was made rejecting a demand by a shareholder or beneficial owner, the complaint shall allege with particularity facts establishing any of the following:

(a) That a majority of the board of directors did not consist of independent directors at the time that the determination was made.

(b) That the requirements of sub. (1) have not been met.

(5) If a majority of the board of directors did not consist of independent directors at the time that the determination rejecting a demand was made, the corporation shall have the burden of proving that the requirements of sub. (1) have been met. If a majority of the board of directors consisted of independent directors at the time that the determination was made, the shareholder or beneficial owner shall have the burden of proving that the requirements of sub. (1) have not been met.

(6) Upon motion by the corporation, the court may appoint a panel of one or more independent persons to determine whether maintenance of the derivative proceeding is in the best interests of the corporation. If a panel is appointed under this subsection, the shareholder or beneficial owner shall have the burden of proving that the requirements of sub. (1) have not been met.

**SECTION 28.** 180.0746 (1) and (2) of the statutes are amended to read:

180.0746 (1) ~~Order~~ Notwithstanding s. 814.04 (1), order the domestic corporation or foreign corporation to pay the plaintiff's reasonable expenses, including attorney fees, ~~notwithstanding s. 814.04 (1),~~ incurred in the derivative proceeding by the shareholder or beneficial owner who commenced or maintained the derivative proceeding if ~~it~~ the court finds that the derivative proceeding has resulted in a substantial benefit to the domestic corporation or foreign corporation.

(2) Order the plaintiff shareholder or beneficial owner who commenced or maintained the derivative proceeding to pay any defendant's reasonable expenses, including attorney fees, notwithstanding s. 814.04 (1), incurred in defending the derivative proceeding if it finds that the derivative proceeding was commenced or maintained without reasonable cause or for an improper purpose.

**SECTION 29.** 180.0747 of the statutes is amended to read:

**180.0747 Applicability to foreign corporations.** In any derivative proceeding in the right of a foreign corporation, the matters covered by ss. 180.0741 ~~and~~, 180.0742 ~~and~~ 180.0744 shall be governed by the laws of the jurisdiction of incorporation of the foreign corporation.

**SECTION 30.** 180.0808 (3) of the statutes is amended to read:

180.0808 (3) If cumulative voting is authorized under s. 180.0728, the shareholders may not remove a director if the number of votes sufficient to elect the director under cumulative voting is voted against his or her removal. If cumulative voting is not authorized under s. 180.0728, the shareholders may remove a director only if the number of votes cast to remove the director exceeds the number of votes cast not to remove him or her, unless the articles of incorporation or bylaws adopted under authority granted in the articles of incorporation provide for a greater voting requirement under s. 180.0727 (1).

**SECTION 31.** 180.0820 (2) (c) of the statutes is repealed.

**SECTION 32.** 180.0824 (4) (a) 2. of the statutes is amended to read:

180.0824 (4) (a) 2. ~~Minutes~~ The director dissents or abstains from an action taken and minutes of the meeting are prepared ~~and that show~~ the director's dissent or abstention from the action taken ~~is entered in those minutes.~~

**SECTION 33.** 180.0824 (4) (a) 4. of the statutes is created to read:

180.0824 (4) (a) 4. The director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the director's dissent or abstention from the action taken and the director delivers to the corporation a written notice of that failure that complies with s. 180.0141 promptly after receiving the minutes.

**SECTION 34.** 180.0840 (title) of the statutes is amended to read:

**180.0840 (title) Officers.**

**SECTION 35.** 180.0856 (1) of the statutes is amended to read:

180.0856 (1) A corporation shall indemnify an employe who is not a director or officer of the corporation, to the extent that he or she has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employe was a party because he or she was an employe of the corporation.

**SECTION 36.** 180.0858 (1) (d) of the statutes is amended to read:

180.0858 (1) (d) A resolution that is adopted, after notice, by a majority vote of all of the corporation's voting shares then issued and outstanding.

**SECTION 37.** 180.1003 (3) (intro.) of the statutes is amended to read:

180.1003 (3) (intro.) Unless this chapter, the articles of incorporation, bylaws adopted under authority granted in the articles of incorporation or, acting under sub. (1) (b), the board of directors ~~require~~ requires a greater vote or a vote by voting groups, the amendment is adopted if approved by all of the following:

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**SECTION 38.** 180.1103 (3) of the statutes is amended to read:

180.1103 (3) **REQUIRED VOTE.** Unless this chapter or the articles of incorporation or bylaws adopted under authority granted in the articles of incorporation require a greater vote or a vote by voting groups, the plan of merger or share exchange to be authorized shall be approved by each voting group entitled to vote separately on the plan by a majority of all the votes entitled to be cast on the plan by that voting group.

**SECTION 39.** 180.1103 (5) (b) 4. of the statutes is amended to read:

180.1103 (5) (b) 4. The number of participating shares outstanding immediately after the merger, plus the number of participating shares issuable as a result of the merger, either by the conversion of securities issued pursuant to the merger or the exercise of rights or warrants issued pursuant to the merger, will not exceed by more than 20% the total number of participating shares of the surviving corporation outstanding immediately before the merger.

**SECTION 40.** 180.1130 (13) (d) of the statutes is amended to read:

180.1130 (13) (d) An offer made to all the stockholders ~~shareholders~~ of the issuing public corporation, if the number of its stockholders ~~shareholders~~ does not exceed 100 at the time of the offer.

**SECTION 41.** 180.1132 (1) (a) 1. of the statutes is amended to read:

180.1132 (1) (a) 1. The highest per share price, including brokerage commissions, transfer taxes and soliciting dealers' fees, received by any person selling common shares of the same class or series, with appropriate adjustments for recapitalizations and for stock ~~share~~ splits, stock ~~share~~ dividends and like distributions, from the significant shareholder either in the transaction in which it became a significant shareholder or within the 2 years before the date of the business combination, whichever is higher.

**SECTION 42.** 180.1132 (1) (a) 3. of the statutes is amended to read:

180.1132 (1) (a) 3. The highest preferential amount per share to which the holder of shares of the class or series of shares is entitled in a voluntary or involuntary liquidation or dissolution of the corporation, with appropriate adjustments for recapitalizations and for stock ~~share~~ splits, stock ~~share~~ dividends and like distributions.

**SECTION 43.** 180.1134 (intro.) of the statutes is amended to read:

**180.1134 Actions during take-over offer.** (intro.) In addition to a vote otherwise required by law or the articles of incorporation of the issuing public corporation, approval by vote of holders of a majority of the shares of the issuing public corporation entitled to vote on the proposal is required at a shareholders' meeting

held in conformance with ss. ~~180.075~~ 180.0705 and 180.0725 before any of the following actions may be taken by the officers or board of directors of the issuing public corporation, while a take-over offer is being made, or after a take-over offer has been publicly announced and before it is concluded, for the issuing public corporation's voting shares:

**SECTION 44.** 180.1201 (title) of the statutes is amended to read:

**180.1201 (title) Sale of assets in regular course of business; mortgage of assets.**

**SECTION 45.** 180.1202 (title) of the statutes is amended to read:

**180.1202 (title) Sale of assets other than in regular course of business.**

**SECTION 46.** 180.1202 (3) of the statutes is amended to read:

180.1202 (3) Unless this chapter or the articles of incorporation or bylaws adopted under authority granted in the articles of incorporation require a greater vote or a vote by voting groups, the proposed transaction is authorized if approved by a majority of all the votes entitled to be cast on the transaction.

**SECTION 47.** 180.1301 (1m) of the statutes is created to read:

180.1301 (1m) "Business combination" has the meaning given in s. 180.1130 (3).

**SECTION 48.** 180.1301 (4) of the statutes is amended to read:

180.1301 (4) "Fair value", with respect to a dissenter's shares other than in a business combination, means the value of the shares immediately before the effectuation of the corporate action to which the dissenter objects, excluding any appreciation or depreciation in anticipation of the corporate action unless exclusion would be inequitable. "Fair value", with respect to a dissenter's shares in a business combination, means market value, as defined in s. 180.1130 (9) (a) 1. to 4.

**SECTION 49.** 180.1302 (4) of the statutes is amended to read:

180.1302 (4) ~~Unless~~ Except in a business combination or unless the articles of incorporation provide otherwise, subs. (1) and (2) do not apply to the holders of shares of any class or series if the shares of the class or series are registered on a national securities exchange or quoted on the national association of securities dealers, inc., automated quotations system on the record date fixed to determine the shareholders entitled to notice of a shareholders meeting at which shareholders are to vote on the proposed corporate action.

**SECTION 50.** 180.1402 (3) of the statutes is amended to read:

180.1402 (3) Unless this chapter or the articles of incorporation ~~or the board of directors,~~ bylaws adopted under authority granted in the articles of incorporation or, acting under sub. (1) (b), ~~require~~ the board of directors

requires a greater vote or a vote by voting groups, the proposal to dissolve is adopted if approved by a majority of all the votes entitled to be cast on the proposal. Dissolution is authorized upon adoption of the proposal.

**SECTION 50m.** 180.1420 (2) of the statutes is amended to read:

180.1420 (2) The corporation does not deliver have on file its annual report ~~to~~ with the secretary of state within one year after it is due.

**SECTION 51.** 180.1430 (intro.) of the statutes is amended to read:

**180.1430 Grounds for judicial dissolution.** (intro.) The circuit court for the county where the corporation's principal office or, if none in this state, its registered office is or was last located ~~shall~~ may dissolve a corporation in a proceeding:

**SECTION 52.** 180.1433 (1) of the statutes is amended to read:

180.1433 (1) If after a hearing the court determines that one or more grounds for judicial dissolution described in s. 180.1430 exist, it ~~shall~~ may enter a decree dissolving the corporation and specifying the effective date of the dissolution. The clerk of the court shall deliver a certified copy of the decree to the secretary of state for filing.

**SECTION 52m.** 180.1504 (2) of the statutes is amended to read:

180.1504 (2) The requirements of s. 180.1503 ~~(1)(a) to (h) and (2)~~ for obtaining an original certificate of authority apply to obtaining an amended certificate under this section.

**SECTION 53.** 180.1621 of the statutes is repealed.

**SECTION 54.** 180.1705 (1) (c) of the statutes is amended to read:

180.1705 (1) (c) ~~Any shares that have been issued by, have been subsequently acquired by and belong to the corporation, and that have not, either by reason of the acquisition or otherwise, been canceled or restored to the status of authorized but unissued Treasury shares.~~

**SECTION 55.** 180.1706 (1) of the statutes is amended to read:

180.1706 (1) Except to the extent that the corporation's articles of incorporation or bylaws are amended to provide that the voting requirements of s. 180.1003 (3), 180.1103 (3), 180.1202 (3), 180.1402 (3) or 180.1404 (2) apply, subs. (2) and (3) govern the shareholder vote required on a proposal concerning a subject covered by s. 180.1003 (3), 180.1103 (3), 180.1202 (3), 180.1402 (3) or 180.1404 (2) if the corporation was organized before January 1, 1973, and has not expressly elected, before January 1, 1991, majority or greater affirmative voting requirements under s. 180.25 (2) (a), 1987 stats., with respect to the subject matter of the proposal.

**SECTION 56.** 180.1706 (3) of the statutes is amended to read:

180.1706 (3) Whenever, with respect to a proposal described in sub. (1), the articles of incorporation or bylaws adopted under authority granted in the articles of incorporation require the vote or concurrence of the holders of a greater proportion of the shares, or of any class or series of shares, than is required by sub. (2), the provisions of the articles of incorporation or bylaws shall control.

**SECTION 57.** 180.1706 (4) of the statutes is created to read:

180.1706 (4) If a corporation has a bylaw in effect on December 31, 1990, that establishes a greater shareholder voting requirement than one required under this chapter, that voting requirement applies until the bylaw is amended or repealed.

**SECTION 58.** 180.1707 (2) (a) 2. of the statutes is amended to read:

180.1707 (2) (a) 2. Effect an exchange, reclassification or cancellation of all or part of the shares of the class, except a reclassification of unissued shares or treasury shares described in s. 180.1705 (1) (e) into shares of a subordinate and inferior class or a cancellation thereof.

**SECTION 59.** 180.1805 (8) of the statutes is amended to read:

180.1805 (8) As otherwise provided in the corporation's articles of incorporation or in an ~~applicable shareholders'~~ agreement among shareholders under s. 180.1823.

**SECTION 60.** 180.1907 of the statutes is amended to read:

**180.1907 Corporate name.** The service corporation may bear the last name of one or more persons formerly or currently associated with it. ~~If a~~ A service corporation ~~adopts~~ may adopt a name which does not include the surname of any present or former shareholder, ~~the service corporation must record the name of each of its shareholders with the register of deeds of the county in which the service corporation is located or has its principal office. The corporate name shall end with the word "chartered", or the words "service corporation", or the abbreviation "S.C.". A service corporation in existence on January 1, 1991, need not change its name to comply with this section.~~

**SECTION 61.** 181.24 (3) (c) of the statutes is repealed.

**SECTION 62.** 185.32 (5) (c) of the statutes is repealed.

**SECTION 63.** 186.07 (3) (d) of the statutes is repealed.

**SECTION 64.** 215.50 (9) (d) of the statutes is repealed.

**SECTION 65.** 215.70 (3) (d) of the statutes is repealed.

**SECTION 66.** 221.08 (9m) (c) of the statutes is repealed.

**SECTION 67.** 440.92 (6) (b) 1. of the statutes, as affected by 1989 Wisconsin Act 307, is amended to read:

440.92 (6) (b) 1. If the preneed seller is a corporation that is required to file a report under s. ~~180.794~~ 180.1622 or 181.651, a copy of that report and the name, residence

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address and business address of each shareholder who beneficially owns, holds or has the power to vote 5% or more of any class of securities issued by the corporation.

**SECTION 68.** 611.51 (8) of the statutes is amended to read:

611.51 (8) PLACE AND NOTICE OF DIRECTORS' MEETINGS. Sections 180.0820, 180.0822 and 180.0823 apply to stock corporations, ~~except a stock corporation satisfies s. 180.0820 (2) (c) by specifying by resolution, rather than in its articles or bylaws, the procedure for verifying a director's identity under s. 180.0820 (2) (c) and the types of transactions constituting a disposal of substantial property or assets of the stock corporation for purposes of s. 180.0820 (2) (c).~~ Section 181.24 applies to mutuals, ~~except a mutual satisfies s. 181.24 (3) (c) by specifying by resolution, rather than in its articles or bylaws, the procedure for verifying a director's identity under s. 181.24 (3) (c) and the types of transactions constituting a disposal of substantial property or assets of the mutual for purposes of s. 181.24 (3) (c).~~

**SECTION 69.** 611.51 (9) (a) of the statutes is amended to read:

611.51 (9) (a) Sections 180.1601 to ~~180.1621~~ 180.1620 apply to stock corporations. Section 181.27 applies to mutuals, but inspection of the records of the names and addresses of policyholders of mutuals entitled to vote shall be permitted only for the purpose of communicating with other policyholders with regard to the nomination and election of candidates for the board or other corporate matters which may be submitted to a vote of the policyholders. No person may, directly or indirectly, use any information so obtained for any other purpose.

**SECTION 70.** 706.03 (2) of the statutes is amended to read:

706.03 (2) Unless a different authorization is recorded under sub. (3) or is contained in the corporation's articles of incorporation, any officer of a private

corporation, whose signature is attested by another officer, is authorized to sign conveyances in the corporate name. The absence of a corporate seal shall not invalidate any corporate conveyance. Public corporations shall authorize and execute conveyances as provided by law.

**SECTION 71.** 978.05 (6) (a) of the statutes is amended to read:

978.05 (6) (a) Institute, commence or appear in all civil actions or special proceedings under and perform the duties set forth for the district attorney under ss. 17.14, 30.03 (2), 48.09 (1), (2) and (5), 48.18, 48.355 (6) (b), 59.073, 59.77, 69.07 (3), 70.36, 103.50 (8), 103.92 (4), 109.09, 161.55 (5), ~~180.847 (3m) (b)~~, 343.305 (9) (a), 453.08, 806.05, 946.86, 946.87, 971.14 and 973.075 to 973.077, perform any duties in connection with court proceedings in a court assigned to exercise jurisdiction under ch. 48 as the judge may request and perform all appropriate duties and appear if the district attorney is designated in specific statutes, including matters within chs. 782, 976 and 979 and ss. 51.81 to 51.85. Nothing in this paragraph limits the authority of the county board to designate, under s. 48.09 (2) or (5), that the corporation counsel provide representation as specified in s. 48.09 (2) or (5) or to designate, under s. 48.09 (6), the district attorney as an appropriate person to represent the interests of the public under s. 48.14.

**SECTION 72. Initial applicability.** The treatment of sections 180.0740 (2), 180.0741, 180.0742, 180.0743, 180.0744 and 180.0747 of the statutes and the creation of section 180.0741 (1) and (2) of the statutes first apply to derivative proceedings commenced on the effective date of this SECTION.

**SECTION 73. Effective dates.** This act takes effect on the day after publication, except as follows:

(1) CEMETERIES. The treatment of sections 157.62 (1) (b) and (2) (b) 1., 2. and 7. and 440.92 (6) (b) 1 of the statutes takes effect on November 1, 1991.