

**TOMMY G. THOMPSON**

**Governor
State of Wisconsin**

December 23, 1999

TO THE HONORABLE MEMBERS OF THE ASSEMBLY:

~~I am vetoing Assembly Bill 189 in its entirety.~~ This decision comes after receiving strong feedback from several hundred parishioners and parish leaders in the Archdiocese of Milwaukee regarding the harmful impact this legislation could have on the ongoing dispute over current parish mergers in that Archdiocese. My concern is not over whether the mergers might be warranted, but that this legislation would insert the state in the middle of a merger process that has already started.

The Archdiocese of Milwaukee and the people of the parishes involved in the merger process each make strong arguments. I understand that merging and closing parishes is always a difficult decision for church leaders. But the state should be not be changing the rules on parish consolidations in the Roman Catholic Church in Wisconsin in the middle of a existing merger process.

I am more than willing to revisit this issue in the next session of the Legislature if legislation can be crafted to address the concerns of the Catholic Church in Wisconsin while not affecting existing mergers.

Sincerely,

A handwritten signature in cursive script that reads "Tommy G. Thompson".

TOMMY G. THOMPSON
Governor

State of Wisconsin



1999 Assembly Bill 189

Date of enactment:
Date of publication*:

1999 WISCONSIN ACT

AN ACT to create 187.19 (12) of the statutes; relating to: consolidation or merger of incorporated Roman Catholic congregations.

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

SECTION 1. 187.19 (12) of the statutes is created to read:

187.19 (12) MERGER OR CONSOLIDATION OF CORPORATIONS. (a) Any 2 or more corporations organized under this section may merge with another corporation organized under this section or may consolidate into a new corporation governed by this section if the bishop of the diocese in which the corporations are located approves the merger or consolidation.

(b) If the bishop of the diocese in which the corporations are located approves the merger or consolidation, the directors of each corporation that is a party to the merger or consolidation, by a two-thirds vote of the directors of each corporation, shall adopt a plan of merger or consolidation that includes all of the following:

1. The names of the corporations proposing to merge or consolidate and the name of the surviving corporation, if the corporations are merged, or the name of the new corporation, if the corporations are consolidated.

2. The terms and conditions of the proposed merger or consolidation.

3. With respect to the surviving or new corporation, all statements required to be included in the articles of incorporation of a corporation organized under this section.

4. Any other provision concerning the proposed merger or consolidation that is deemed necessary or desirable.

(bm) The surviving corporation, if the corporations are merged, or the new corporation, if the corporations are consolidated, shall file a copy of the plan of merger or consolidation with the department of financial institutions and shall record the plan of merger or consolidation with the register of deeds in the county or counties in which the parties are located and in which real property owned by the parties is located.

(c) All real property owned by the corporations that are a party to the merger or consolidation, upon the recording of the plan of merger or consolidation with the register of deeds in the county or counties in which the property is located, shall become the property of the surviving corporation, if the corporations are merged, or the property of the new corporation, if the corporations are consolidated.

* Section 991.11, WISCONSIN STATUTES 1997-98: Effective date of acts. "Every act and every portion of an act enacted by the legislature over the governor's partial veto which does not expressly prescribe the time when it takes effect shall take effect on the day after its date of publication as designated" by the secretary of state [the date of publication may not be more than 10 working days after the date of enactment].

BILL HISTORY FOR ASSEMBLY BILL 189 (LRB -2255)

An Act to create 187.19 (12) of the statutes; relating to: consolidation or merger of incorporated Roman Catholic congregations.
1999

03-08.	A.	Introduced by Representatives Gard and Plale ; cosponsored by Senators Burke and Farrow .	
03-08.	A.	Read first time and referred to joint committee on Finance	103
04-21.	A.	Executive action taken.	
04-21.	A.	Assembly amendment 1 offered by joint committee on Finance (LRB a0297)	156
05-06.	A.	Report Assembly amendment 1 adoption recommended by joint committee on Finance, Ayes 16, Noes 0	165
05-06.	A.	Report passage as amended recommended by joint committee on Finance, Ayes 16, Noes 0	165
05-06.	A.	Referred to committee on Rules	165
05-26.	A.	Placed on calendar 6-1-1999 by committee on Rules.	
06-01.	A.	Placed on the calendar of 6-1-1999 following Assembly Bill 314	214
06-01.	A.	Read a second time	216
06-01.	A.	Assembly amendment 1 adopted	216
06-01.	A.	Assembly amendment 2 offered by Representative Gard (LRB a0470)	216
06-01.	A.	Assembly amendment 2 adopted	216
06-01.	A.	Ordered to a third reading	216
06-01.	A.	Rules suspended	216
06-01.	A.	Read a third time and passed , Ayes 99, Noes 0	216
06-01.	A.	Ordered immediately messaged	216
06-03.	S.	Received from Assembly	165
06-03.	S.	Read first time and referred to committee on Economic Development, Housing and Government Operations	166
09-02.	S.	Public hearing held.	
09-02.	S.	Executive action taken.	
09-09.	S.	Report concurrence recommended by committee on Economic Development, Housing and Government Operations, Ayes 5, Noes 0	254
09-09.	S.	Available for scheduling.	
10-26.	S.	Read a second time	301
10-26.	S.	Ordered to a third reading	301
10-26.	S.	Rules suspended	301
10-26.	S.	Read a third time and concurred in , Ayes 31, Noes 2	301
10-26.	S.	Ordered immediately messaged	301
10-26.	A.	Received from Senate concurred in	399

**1999
ENROLLED BILL**

99en AB-189

ADOPTED DOCUMENTS:

Orig Engr SubAmdt

99 - 2257 / 1

Amendments to above (if none, write "NONE"): _____

AA1, AA2

Corrections - show date (if none, write "NONE"): None

Topic Consolidation or merger of incorporated
Roman Catholic congregations

10/29/99
Date

[Signature]
Enrolling Drafter

ELECTRONIC PROCEDURE:

Follow automatic or manual enrolling procedures in *TEXT2000 Reference Guide*, Document Specific Procedures, Ch. 20, Engrossing and Enrolling

DISTRIBUTION:

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- Secretary of State's envelope containing 4 copies plus newspaper notice

REVISOR OF STATUTES:

- 5 copies

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- 2 copies

LRB:

- Drafting file original
- Drafting attorney 1 copy
- Legal section editors 1 copy each
- Reference section 1 copy
- Bill index librarian 1 copy



1999 ASSEMBLY BILL 189

March 8, 1999 - Introduced by Representatives GARD and PLALE, cosponsored by Senators BURKE and FARROW. Referred to Joint committee on Finance.

1 **AN ACT to create** 187.19 (12) of the statutes; **relating to:** consolidation or merger
2 of incorporated Roman Catholic congregations.

Analysis by the Legislative Reference Bureau

Current law regulates the incorporation of Roman Catholic congregations. This bill provides a mechanism for the consolidation or merger of two or more incorporated congregations with another incorporated congregation. Under the bill, a plan of merger or consolidation must be approved by the bishop of the diocese and by two-thirds of the directors of each incorporated congregation that is a party to the merger or consolidation. Upon merger or consolidation, all real property owned by the congregations becomes the property of the surviving congregation, if the congregations are merged, or of the new congregation, if the congregations are consolidated.

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

3 **SECTION 1.** 187.19 (12) of the statutes is created to read:
4 187.19 (12) MERGER OR CONSOLIDATION OF CORPORATIONS. (a) Any 2 or more
5 corporations organized under this section may merge with another corporation
6 organized under this section or may consolidate into a new corporation governed by

ASSEMBLY BILL 189

AA1

of ✓

1 this section if the bishop of the diocese in which the corporations are located approves
2 the merger or consolidation.

3 (b) If the bishop of the diocese in which the corporations are located approves
4 the merger or consolidation, the directors of each corporation that is a party to the
5 merger or consolidation, by a two-thirds vote of the directors of each corporation,
6 shall adopt a plan ~~of~~ merger or consolidation that includes all of the following:

7 1. The names of the corporations proposing to merge or consolidate and the
8 name of the surviving corporation, if the corporations are merged, or the name of the
9 new corporation, if the corporations are consolidated.

10 2. The terms and conditions of the proposed merger or consolidation.

11 3. With respect to the surviving or new corporation, all statements required to
12 be included in the articles of incorporation of a corporation organized under this
13 section.

14 4. Any other provision concerning the proposed merger or consolidation that
15 is deemed necessary or desirable.

or counties

AA2 ✓

16 (c) All real property owned by the corporations that are a party to the merger
17 or consolidation, upon the recording of the plan of merger or consolidation with the
18 register of deeds in the county in which the property is located, shall become the
19 property of the surviving corporation, if the corporations are merged, or the property
20 of the new corporation, if the corporations are consolidated.

(END)

21
2-15
AA2



State of Wisconsin
1999 - 2000 LEGISLATURE

LRBa0297/1
RAC:jlg:km

ASSEMBLY AMENDMENT 1,
TO 1999 ASSEMBLY BILL 189

April 21, 1999 - Offered by JOINT COMMITTEE ON FINANCE.

1 At the locations indicated, amend the bill as follows:

2 ✓ 1. Page 2, line 6: delete "plan or" and substitute "plan of".

3 (END)





State of Wisconsin
1999 - 2000 LEGISLATURE

LRBa0470/1
RAC:wlj:ch

ASSEMBLY AMENDMENT 2,
TO 1999 ASSEMBLY BILL 189

June 1, 1999 - Offered by Representative GARD.

1 At the locations indicated, amend the bill as follows:

2 ✓ 1. Page 2, line 15: after that line insert:

3 "(bm) The surviving corporation, if the corporations are merged, or the new
4 corporation, if the corporations are consolidated, shall file a copy of the plan of
5 merger or consolidation with the department of financial institutions and shall
6 record the plan of merger or consolidation with the register of deeds in the county or
7 counties in which the parties are located and in which real property owned by the
8 parties is located."

9 ✓ 2. Page 2, line 18: after "county" insert "or counties".

10

(END)



1999 DRAFTING REQUEST

Bill

Received: **02/17/99**

Received By: **champra**

Wanted: **As time permits**

Identical to LRB:

For: **John Gard**

By/Representing: **Matt**

This file may be shown to any legislator: **NO**

Drafter: **champra**

May Contact:

Alt. Drafters:

Subject: **Bus. Assn. - miscellaneous**

Extra Copies: **KSH**

Pre Topic:

No specific pre topic given

Topic:

Consolidation or merger of certain Roman Catholic corporations

Instructions:

See Attached.

Drafting History:

<u>Vers.</u>	<u>Drafted</u>	<u>Reviewed</u>	<u>Typed</u>	<u>Proofed</u>	<u>Submitted</u>	<u>Jacketed</u>	<u>Required</u>
/1	champra 02/22/99	ygeller 02/24/99	jfrantze 02/24/99	_____	lrb_docadmin 02/24/99	lrb_docadmin 03/2/99	

FE Sent For:

<END>

1999 DRAFTING REQUEST

Bill

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Wanted: **As time permits**

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/1	champra 02/22/99	jgeller 02/24/99	jfrantze 02/24/99	_____	lrb_docadmin 02/24/99		

FE Sent For:

<END>

1999 DRAFTING REQUEST

Bill

Received: **02/17/99**

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Wanted: **As time permits**

Identical to LRB:

For: **John Gard**

By/Representing: **Matt**

This file may be shown to any legislator: **NO**

Drafter: **champra**

May Contact:

Alt. Drafters:

Subject: **Bus. Assn. - miscellaneous**

Extra Copies: **KSH**

Pre Topic:

No specific pre topic given

Topic:

Consolidation or merger of certain Roman Catholic corporations

Instructions:

See Attached.

Drafting History:

<u>Vers.</u>	<u>Drafted</u>	<u>Reviewed</u>	<u>Typed</u>	<u>Proofed</u>	<u>Submitted</u>	<u>Jacketed</u>	<u>Required</u>
1/?	champra	1 2/24 jlg	2/24	2/24			

FE Sent For:

<END>

**B I L L
REQUEST
FORM**

.. Use of this form is optional. It is often better
.. to talk directly with the LRB attorney who will
.. draft the bill. Use this form only for BILL
drafts. Attach more pages if necessary.

Date: 2/17/99

Legislator, agency or other body requesting this draft: REP. GARD

Person submitting request (name, phone number): _____

Persons to contact for questions about this draft (names, phone numbers): _____

DATE - 6-2343

Describe the problem, including any helpful examples:

How do you want to solve the problem?

Please attach a copy of any correspondence or other material that may help us.

If you know of any statute sections that you think must be affected, list them or provide a marked-up (not retyped) copy:

You may attach a marked-up (not retyped) copy of any LRB draft on this subject, or provide its number (e.g., 1993 LRB-2345/1 or 1991 AB-67):

Requests are confidential unless stated otherwise. May we tell others we are working on this for you? ~~NO~~ If yes: Anyone who asks? YES Any legislator? _____
Or, only the following persons:

SENATOR BURKE

Do you consider this request urgent? _____ If yes, please indicate why:

Should we give this request priority over any other pending requests of this legislator, agency or body? YES If yes, SIGN YOUR NAME here:

[Signature]

Proposed Amendment to § 187.19 Wisconsin Statutes

It is proposed that the following section be added to § 187.19 of the Wisconsin Statutes:

(12) CONSOLIDATION OR MERGER OF CORPORATIONS. Any 2 or more corporations organized under this section may merge with another corporation organized under this section, or may consolidate into a new corporation governed by this chapter pursuant to a plan of merger or consolidation approved in the manner provided in this section.

(a) If the bishop of the diocese votes in the affirmative, the directors of each corporation by a two-thirds vote of all directors, shall approve a plan of merger or consolidation setting forth:

(i) The names of the corporations proposing to merge or consolidate and the name of the new corporation into which they propose to merge or consolidate, hereinafter designated the surviving corporation if a merger, or the new corporation if a consolidation;

(ii) The terms and conditions of the proposed merger or consolidation;

(iii) With respect to the surviving or new corporation, all of the statements required to be set forth in articles of incorporation for corporations organized under this section.

(iv) Such other provisions with respect to the proposed merger or consolidation as are deemed necessary or desirable.

(b) All real property owned by the corporations party to the merger or consolidation shall, upon recording of the plan of merger or consolidation with the register of deeds in the county in which the property is located, become property of the surviving corporation if a merger or new corporation if a consolidation.



JG

1999 BILL

1 AN ACT ^{gen cat}...; relating to: consolidation or merger of incorporated Roman Catholic
2 congregations.

Analysis by the Legislative Reference Bureau

Current law regulates the incorporation of Roman Catholic congregations. This bill provides a mechanism for the consolidation or merger of two or more incorporated congregations with another incorporated congregation. Under the bill, a plan of merger or consolidation must be approved by the bishop of the diocese and by two-thirds of the directors of each incorporated congregation that is a party to the merger or consolidation. Upon merger or consolidation, all real property owned by the congregations becomes the property of the surviving congregation, if the congregations are merged, or of the new congregation, if the congregations are consolidated.

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

3 SECTION 1. 187.19 (12) [✓] of the statutes is created to read:
4 187.19 (12) [✓] MERGER OR CONSOLIDATION OF CORPORATIONS. (a) Any 2 or more
5 corporations organized under this section may merge with another corporation
6 organized under this section or may consolidate into a new corporation governed by

BILL**SECTION 1**

1 this section if the bishop of the diocese in which the corporations are located approves
2 the merger or consolidation.

3 (b) If the bishop of the diocese in which the corporations are located approves
4 the merger or consolidation, the directors of each corporation that is a party to the
5 merger or consolidation, by a [✓]two-thirds vote of the directors of each corporation,
6 shall adopt a plan or merger or consolidation that includes all of the following:

7 1. The names of the corporations proposing to merge or consolidate and the
8 name of the surviving corporation, if the corporations are merged, or the name of the
9 new corporation, if the corporations are consolidated.

10 2. The terms and conditions of the proposed merger or consolidation.

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12 be included in the articles of incorporation of a corporation organized under this
13 section.

14 4. Any other provision concerning the proposed merger or consolidation that
15 is deemed necessary or desirable.

16 (c) All real property owned by the corporations that are a party to the merger
17 or consolidation, upon the recording of the plan of merger or consolidation with the
18 register of deeds in the county in which the property is located, shall become the
19 property of the surviving corporation, if the corporations are merged, or the property
20 of the new corporation, if the corporations are consolidated.

21

(END) ✓

**DRAFTER'S NOTE
FROM THE
LEGISLATIVE REFERENCE BUREAU**

LRB-2255/1dn

RAC:.....

JG

In the proposed language submitted with your request, there was reference in the introductory part of s. 187.19 (12) to "a new corporation governed by this chapter". I was uncertain if this was your intent, because the provisions of ch. 187, with the exception of s. 187.19 and subch. II, do not apply to the Roman Catholic church or denomination. For that reason, I referred to "a new corporation governed by this section". Is this consistent with your intent?

Also, please note that the proposed language and the language I included in the draft presumes that all of the corporations are located in the same diocese. As a result, the draft does not address the situation in which corporations that are located in different dioceses wish to merge or consolidate. Is this OK?

Richard A. Champagne
Legislative Attorney
Phone: (608) 266-9930
E-mail: Rick.Champagne@legis.state.wi.us

**DRAFTER'S NOTE
FROM THE
LEGISLATIVE REFERENCE BUREAU**

LRB-2255/1dn
RAC;jlg:jf

February 24, 1999

In the proposed language submitted with your request, there was reference in the introductory part of s. 187.19 (12) to "a new corporation governed by this chapter". I was uncertain if this was your intent, because the provisions of ch. 187, with the exception of s. 187.19 and subch. II, do not apply to the Roman Catholic church or denomination. For that reason, I referred to "a new corporation governed by this section". Is this consistent with your intent?

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Richard A. Champagne
Legislative Attorney
Phone: (608) 266-9930
E-mail: Rick.Champagne@legis.state.wi.us

**SUBMITTAL
FORM**

**LEGISLATIVE REFERENCE BUREAU
Legal Section Telephone: 266-3561
5th Floor, 100 N. Hamilton Street**

257-0004

The attached draft is submitted for your inspection. Please check each part carefully, proofread each word, and sign on the appropriate line(s) below.

Date: 2/24/99

To: Representative Gard

Relating to LRB drafting number: LRB-2255

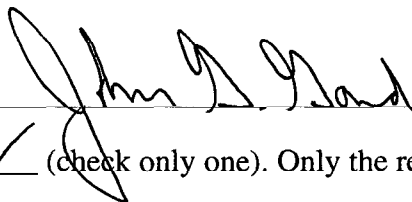
Topic

Consolidation or merger of certain Roman Catholic corporations

Subject(s)

Bus. Assn. - miscellaneous

1. **JACKET** the draft for introduction _____



in the **Senate** ____ or the **Assembly** (check only one). Only the requester under whose name the drafting request is entered in the LRB's drafting records may authorize the draft to be submitted. Please allow one day for the preparation of the required copies.

2. **REDRAFT**. See the changes indicated or attached _____.

A revised draft will be submitted for your approval with changes incorporated.

3. Obtain **FISCAL ESTIMATE NOW**, prior to introduction _____.

If the analysis indicates that a fiscal estimate is required because the proposal makes an appropriation or increases or decreases existing appropriations or state or general local government fiscal liability or revenues, you have the option to request the fiscal estimate prior to introduction. If you choose to introduce the proposal without the fiscal estimate, the fiscal estimate will be requested automatically upon introduction. It takes about 10 days to obtain a fiscal estimate. Requesting the fiscal estimate prior to introduction retains your flexibility for possible redrafting of the proposal.

If you have any questions regarding the above procedures, please call 266-3561. If you have any questions relating to the attached draft, please feel free to call me.

Richard A. Champagne, Legislative Attorney
Telephone: (608) 266-9930