



2021 SENATE BILL 25

1 **AN ACT to amend** 185.07 (1), 185.13 (1) and 185.13 (4); and **to create** 185.03 (13),
2 185.07 (4) and 185.13 (7) of the statutes; **relating to:** member meetings,
3 bylaws, and emergency powers of a cooperative.

Analysis by the Legislative Reference Bureau

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

4 **SECTION 1.** 185.03 (13) of the statutes is created to read:
5 185.03 (13) In anticipation of or during an emergency, as defined in s. 185.07
6 (4) (a), through its board or members, do any of the following:
7 (a) Relocate the principal office, designate alternative principal offices or
8 regional offices, or authorize the officers to do so.
9 (b) Unless emergency bylaws adopted under s. 185.07 (4) provide otherwise,
10 give notice of a meeting of the board only to those directors whom it is practicable to
11 reach, and give notice to them in any practicable manner.

SENATE BILL 25**SECTION 2**

1 **SECTION 2.** 185.07 (1) of the statutes is amended to read:

2 185.07 (1) The initial bylaws may be adopted by the temporary board.
3 Thereafter, except as provided in sub. (4), bylaws may be adopted and amended only
4 by the members unless the members adopt a bylaw which permits the board to make
5 and amend specified bylaws.

6 **SECTION 3.** 185.07 (4) of the statutes is created to read:

7 185.07 (4) (a) In this subsection, “emergency” means a catastrophic event that
8 prevents a quorum of a cooperative’s directors or members from being readily
9 assembled.

10 (b) Unless the articles provide otherwise, the board may adopt bylaws that are
11 effective only in an emergency. Emergency bylaws are subject to amendment or
12 repeal by the board or by the members. Emergency bylaws may provide special
13 provisions or modify provisions as necessary for managing the cooperative during
14 the emergency including any of the following:

- 15 1. Procedures for calling a meeting of the board or the members.
- 16 2. Procedures for the conduct of a meeting of the board or the members.
- 17 3. Quorum requirements for a meeting of the board.
- 18 4. Deadlines for any action required to be taken by the cooperative, the board,
19 or the members.
- 20 5. Designation of additional or substitute directors.

21 (c) Provisions of the regular bylaws that are consistent with the emergency
22 bylaws remain effective during the emergency. The emergency bylaws are not
23 effective after the emergency ends.

24 (d) Action taken in good faith in accordance with the emergency bylaws, and
25 action taken in good faith under s. 185.03 (13) for the benefit of the cooperative, binds

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1 the cooperative and may not be used to impose liability on a director, officer, member,
2 employee, or agent. Action taken in good faith in anticipation of or during an
3 emergency to delay or reschedule any action required to be taken by the cooperative,
4 the board, or the members under par. (b) 4. shall not constitute a violation of the
5 bylaws in the event the delayed or rescheduled action occurs after the emergency
6 ends.

7 **SECTION 4.** 185.13 (1) of the statutes is amended to read:

8 185.13 (1) Unless the bylaws provide otherwise, and except for meetings held
9 by means of remote participation under sub. (7), member meetings shall be held at
10 the principal office or such other place as the board may determine.

11 **SECTION 5.** 185.13 (4) of the statutes is amended to read:

12 185.13 (4) Written notice, stating the place, if any, and the day and hour, and
13 in case of a special member meeting the purposes for which the meeting is called,
14 shall be given not less than 7 nor more than 30 days before the meeting at the
15 direction of the person calling the meeting. Notice need be given only to members
16 entitled to vote. Notice shall be given to members having limited voting rights if they
17 have or may have the right to vote at the meeting.

18 **SECTION 6.** 185.13 (7) of the statutes is created to read:

19 185.13 (7) (a) A cooperative may hold a member meeting under sub. (2) or (3)
20 by means of remote participation as provided in pars. (b) and (c).

21 (b) If members participate in a member meeting by means of remote
22 communication, the participating members are deemed to be present in person and
23 to vote at the member meeting held by means of remote communication if all of the
24 following apply:

State of Wisconsin



2021 Senate Bill 25

Date of enactment: **February 25, 2021**
Date of publication*: **February 26, 2021**

2021 WISCONSIN ACT 5

AN ACT *to amend* 185.07 (1), 185.13 (1) and 185.13 (4); and *to create* 185.03 (13), 185.07 (4) and 185.13 (7) of the statutes; **relating to:** member meetings, bylaws, and emergency powers of a cooperative.

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

SECTION 1. 185.03 (13) of the statutes is created to read:

185.03 (13) In anticipation of or during an emergency, as defined in s. 185.07 (4) (a), through its board or members, do any of the following:

(a) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

(b) Unless emergency bylaws adopted under s. 185.07 (4) provide otherwise, give notice of a meeting of the board only to those directors whom it is practicable to reach, and give notice to them in any practicable manner.

SECTION 2. 185.07 (1) of the statutes is amended to read:

185.07 (1) The initial bylaws may be adopted by the temporary board. Thereafter, except as provided in sub. (4), bylaws may be adopted and amended only by the members unless the members adopt a bylaw which permits the board to make and amend specified bylaws.

SECTION 3. 185.07 (4) of the statutes is created to read:

185.07 (4) (a) In this subsection, "emergency" means a catastrophic event that prevents a quorum of a coopera-

tive's directors or members from being readily assembled.

(b) Unless the articles provide otherwise, the board may adopt bylaws that are effective only in an emergency. Emergency bylaws are subject to amendment or repeal by the board or by the members. Emergency bylaws may provide special provisions or modify provisions as necessary for managing the cooperative during the emergency including any of the following:

1. Procedures for calling a meeting of the board or the members.
2. Procedures for the conduct of a meeting of the board or the members.
3. Quorum requirements for a meeting of the board.
4. Deadlines for any action required to be taken by the cooperative, the board, or the members.
5. Designation of additional or substitute directors.

(c) Provisions of the regular bylaws that are consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

(d) Action taken in good faith in accordance with the emergency bylaws, and action taken in good faith under s. 185.03 (13) for the benefit of the cooperative, binds the cooperative and may not be used to impose liability on a director, officer, member, employee, or agent. Action

* Section 991.11, WISCONSIN STATUTES: 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."

taken in good faith in anticipation of or during an emergency to delay or reschedule any action required to be taken by the cooperative, the board, or the members under par. (b) 4. shall not constitute a violation of the bylaws in the event the delayed or rescheduled action occurs after the emergency ends.

SECTION 4. 185.13 (1) of the statutes is amended to read:

185.13 (1) Unless the bylaws provide otherwise, and except for meetings held by means of remote participation under sub. (7), member meetings shall be held at the principal office or such other place as the board may determine.

SECTION 5. 185.13 (4) of the statutes is amended to read:

185.13 (4) Written notice, stating the place, if any, and the day and hour, and in case of a special member meeting the purposes for which the meeting is called, shall be given not less than 7 nor more than 30 days before the meeting at the direction of the person calling the meeting. Notice need be given only to members entitled to vote. Notice shall be given to members having limited voting rights if they have or may have the right to vote at the meeting.

SECTION 6. 185.13 (7) of the statutes is created to read:

185.13 (7) (a) A cooperative may hold a member meeting under sub. (2) or (3) by means of remote participation as provided in pars. (b) and (c).

(b) If members participate in a member meeting by means of remote communication, the participating members are deemed to be present in person and to vote at the member meeting held by means of remote communication if all of the following apply:

1. The cooperative implements reasonable measures to verify that each person deemed present and permitted to vote at the member meeting by means of remote communication is a member.

2. The cooperative implements reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting concurrently with the proceedings.

(c) Members may cast votes by electronic means at a member meeting held by means of remote communication if all of the following apply:

1. The bylaws provide for electronic voting.

2. The cooperative is able to authenticate that it is a member who is casting a vote.