

## CHAPTER 187.

## DOMESTIC CORPORATIONS.

## RELIGIOUS SOCIETIES.

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187.01 Religious societies. (1) HOW FORMED. The members, over twenty-one years of age, not less than three in number, of any church or society of any religious sect or denomination which shall have been organized in this state and which, at the time, maintains regular public worship may, after due public notice given at some stated meeting of such church, sect or denomination, and any five or more persons of like age, not members of any religious congregation, desirous of organizing a corporation in connection with a church of their own peculiar tenets to be associated therewith, may organize a corporation for religious, charitable or educational purposes in the manner hereinafter provided.

(2) CERTIFICATE. Such members or persons shall sign and acknowledge a certificate substantially in the following form:

Know all men by these presents: That the undersigned (insert the names of the signers) and those who are or may become associated with them for the purposes herein specified have organized themselves into a religious society of the . . . church (sect or denomination or other description), located in (name of town, village or city), in the county of . . . , and state of Wisconsin, for religious, charitable and educational purposes, which society shall be known and incorporated by the name of (here insert the name); and shall record the same in the office of the register of deeds; and when such certificate shall have been so recorded the society named therein shall be a corporation and shall possess the powers and privileges granted to corporations by chapter 182, so far as the same are applicable or necessary to accomplish its purposes, and also such as are conferred by this chapter.

(3) TRUSTEES; NUMBER, TERMS; MAY HOLD PROPERTY. Such corporation may, by its by-laws, fix the number of its trustees, provided that such number be not less than three, and their term of office, the manner of appointing or electing the same, and the qualifications for membership therein. It may take, receive, purchase, hold and use both the real and personal estate for the purposes of its incorporation and no other; and lease, mortgage, sell and otherwise dispose of the same or any portion thereof in the manner provided by its by-laws; and may also take by purchase, gift or otherwise and forever hold and improve any lands intended to be used for cemetery grounds or burial places, subject to the provisions and restrictions, so far as applicable, in chapter 157. It shall be lawful for such corporation to hold all lands then owned by it, other than and in addition to the grounds so purchased, and to improve the same by the erection of new buildings thereon or otherwise, for the purposes of revenue, to be devoted to the uses of such corporation and in promoting religious and charitable works, and at pleasure to lease, mortgage and sell the same. And it shall be lawful for any such corporation at any meeting which it may hereafter hold for the election of its trustees, whether designated by such corporation as trustees, wardens and vestrymen or otherwise, to make provision by resolution to be entered upon the record of such meeting for the election of its said trustees in classes, and to determine by such resolution what number or proportion of its said trustees shall be comprised in each class, and also the term for which each class shall hold their office; and thereafter, as the term of each class shall expire, their successors shall be elected in accordance with the provisions of said resolution; provided, however, that such property shall not be exempt from taxation. It shall be lawful for such corporation by its by-laws to provide for the time and manner of holding regular and special meetings for the holding of elections or for the transaction of all business authorized by law, and such by-laws shall have the force of law and all business transacted thereunder shall be valid.

(4) NOTICE OF FIRST MEETING; WHO MAY VOTE. Public notice of the time and place of holding the first meeting of such corporation shall be given to the members of the church,

sect or denomination for two successive Sabbaths on which such church, sect or denomination shall stateily meet for public worship, previous to such meeting; such notice may be given by the minister or by one of the elders, deacons, church wardens or vestrymen thereof, or if there be no such officers then by any member; and at such first meeting all the members of such church, sect or denomination over twenty-one years of age shall be entitled to a vote at such meeting as members; but if such corporation be organized by persons not belonging to any religious congregation the majority of the incorporators named in the certificate, all having notice thereof, may meet at such time and place as they shall deem proper for the purpose of perfecting their organization; and the corporators named in such certificate shall constitute the first board of trustees and hold their office until others are chosen.

(5) **TRUSTEES' POWERS.** The secular business and temporal affairs of every such corporation shall be managed and administered by the board of trustees, and they shall have the custody and control of the corporate property and make rules and regulations for the use of the same and for the renting of pews or slips, and the care, improvement and management of the cemetery grounds, subject, however, to the corporate by-laws. They shall appoint a clerk or secretary and a treasurer, with power to remove the same, and shall cause accurate records of all their proceedings and of all business meetings of such society to be kept, and they shall be governed in their official acts by the rules of their church, sect or denomination applicable thereto and not inconsistent with the laws of this state or the constitution and by-laws of the society.

(6) **CHANGE OF CORPORATE NAME.** The name of such corporation may be changed at any annual or special meeting, by a majority vote of the members present. Notice that the matter of changing its name will be voted upon at such meeting shall be given as is provided by subsection (4) for its first meeting and the same persons may vote thereon.

(7) **AMENDMENT OF ARTICLES.** Such corporation shall have the power to amend its articles of organization at a regular meeting of said corporation by the majority vote of the members present so that such corporation shall have the right to merge with and transfer all of its real estate and personal property to another corporation of the same religious denomination. [1931 c. 293 s. 2]

**187.02 Existing societies confirmed; may reorganize.** Every existing church, congregation or religious society heretofore incorporated is hereby established and confirmed and shall continue to be governed by the statutes now applicable thereto, notwithstanding the same are repealed by this statute, in the same manner as if not so repealed, until organized under this chapter; and every such church, congregation and society may, by five or more of its members thereunto duly authorized by and acting for all its members at the time, become a corporation under this chapter by making and recording the certificate provided herein, with an additional statement therein of the name by which such society and the corporation connected with it has before that time been known and called and that such society and corporation are reorganized under this chapter; but such reorganization shall not work a change of the ecclesiastical connection of any such society.

**187.03 Failure to elect trustees.** No failure to elect trustees at the proper time shall work a dissolution of any corporation formed under this chapter, and those once elected shall hold their offices until their successors are elected. In case of the dissolution of any such corporation the same may be reincorporated under the provisions of this chapter at any time within six years after such dissolution; and thereupon all the estate, real and personal, formerly belonging to the same and not lawfully disposed of shall vest in such corporation as if there had been no such dissolution.

**187.04 Protestant Episcopal church.** The rectors, wardens and vestrymen being the trustees of each Protestant Episcopal church may be chosen at such times and in such manner as may be in conformity with the rules and usages thereof. Each such church heretofore or hereafter incorporated may take by purchase, devise, gift or otherwise and may forever hold any lands intended to be used for cemetery grounds or burial purposes, subject to the provisions and restrictions of chapter 157; and any such church, by its trustees, officers or agents, who shall hold the temporalities thereof, may convey them with or without consideration to the trustees of the funds and property of the Episcopal church, however called, acting within this state, to be held, sold or conveyed according to the direction of the diocesan convention or council of the Episcopal church in this state; provided, however, that the trustees, the rector, wardens and vestrymen of St. Paul's Protestant Episcopal church of the city of Milwaukee and each and every one of them are hereby forbidden to sell, convey or in any manner transfer Forest Home cemetery in the city of Milwaukee or any part thereof, except cemetery lots therein, to any person or persons except in pursuance of an order of some court having jurisdiction thereof, made upon due notice granting leave to convey the same.

**187.05 Organizations other than churches. (1) TRUSTEES; TERMS; PURPOSES.** Any diocesan council or convention, conference, synod or other body of authorized representatives of any church or religious denomination or association or congregation thereof may elect any number of trustees, not less than three, to be incorporated; and when a certificate shall have been made and signed by the presiding officer and countersigned by the secretary of the body by which they were elected, stating that such persons, naming them, were elected trustees, the name of the body by whom elected, the corporate name by which such trustees are to be known, the term for which they are to hold their offices, and the purposes for which it is desired to incorporate them, and filed in the office of the secretary of state, the persons named in such certificate as trustees and their successors in office shall be a body corporate for the purposes mentioned in such certificate and for such purposes, and no other, shall have the usual powers of a corporation; and the members of such corporation shall hold their positions for such term as the body electing them shall determine and until their successors are duly elected. Upon the receipt of such certificate, the secretary of state shall issue a certificate of incorporation. But any diocesan council or convention, conference, synod or other body composed of or divided into district synods or other units may provide in its constitution for the election of one or more of its trustees by one or more of such district synods or other units or that one or more of its trustees shall be elected by said diocesan council or convention, conference, synod or other body from one or more of such district synods or other units.

**(2) BODY CORPORATE TO HOLD TITLE.** When any diocesan council, convention or conference or any synod or other body of authorized representatives of any church, or religious denomination, shall have elected trustees and such trustees shall have become a body corporate as provided in subsection (1), the title to all moneys and to all property, real, personal and mixed, and to all legacies and bequests that shall be given, granted, devised or bequeathed to or be purchased by such diocesan council, convention, conference, synod or other body of authorized representatives of any church or religious denomination, shall vest in the body corporate, formed by such trustees and shall be used, managed and conveyed by such corporation under the direction of and for such uses and purposes and to the extent and under such restrictions and limitations as may from time to time be prescribed by such diocesan council, convention, conference, synod or other body of authorized representatives of such church or religious denomination.

**(3) INCORPORATION OF DENOMINATIONAL BODIES; DECLARATION BY MEMBERS; POWERS; REORGANIZATION.** (a) Any denominational body mentioned in subsection (1) having a constitution (or other instrument of organization), in writing, at any stated meeting may vote to become a corporation and designate any of its members of adult age, not less than ten in number, to make, acknowledge and file with the secretary of state a certificate substantially in the following form:

Know all men by these presents: That the undersigned (insert the names of the signers) members of the denominational body herein named, by vote of such body taken at its . . . meeting, held on the . . . day of . . . , 19.., at . . . , Wisconsin, and all others who now are or hereafter may become associated with them in said body, for the purpose of forming a corporation under the laws of Wisconsin, declare:

1. The name of such organization shall be (here insert the proper name).
2. The principal office of the corporation shall be at (here insert the name of the place).
3. The membership, officers and directors of the corporation are as set forth in its constitution (or other written instrument of organization) hereto attached.
4. The corporation may amend its constitution (or other written instrument of organization) as therein provided, and file with the secretary of state a certificate thereof duly acknowledged.
5. Any affiliated corporation of the denomination may become a member of the corporation in the manner provided in its constitution (or other written instrument of organization).

(Certificate of acknowledgment.)

(Signatures.)

(b) Such corporation may take by gift or purchase for the purposes for which it exists, any real or personal estate.

(c) Such corporation shall have the power and privileges and exercise the rights and be subject to the obligations imposed upon corporations organized under general law.

(d) Any such denominational body having incorporated and elected trustees under subsection (1) may reorganize under this section and accept from its trustees a conveyance of any real estate and proper transfer of any other property. [1931 c. 293 s. 1]

**187.06 May take title to property.** Every such corporation may be empowered by the body electing them to take and hold the title to church property, both real and personal, of the church and religious denomination for which it is created, which is used or designated to be used for missionary or other proper purposes of such church or religious denomination and not specially used for the purposes of any local religious society in-

incorporated under the laws of this state; and to use, manage and convey the same to the extent and under such restrictions and limitations as may be prescribed by the proper ecclesiastical authority of their church or religious denomination.

**187.07 Title to vest in trustees.** (1) All lands, tenements and hereditaments that have been or may hereafter be lawfully conveyed by demise, gift, grant, purchase or otherwise to any persons as trustees, in trust for the use of any religious society organized or which may be hereafter organized within this state either for a meeting house, burying ground or for the residence of a preacher, shall, with the improvements, vest in the trustees of such religious society as fully as if originally conveyed to them, and shall be held by them and their successors in trust for such society.

(2) And all conveyances heretofore or hereafter made to any person or persons, intended to be in trust for, or for the benefit of, any such society, shall be deemed to vest the said real estate in such society, whether such person or persons be denominated therein as trustees or not.

**187.08 Devolution of property of defunct societies.** If any such society, organized under sections 187.01 to 187.07, owning any real estate in this state, shall be or become dissolved by removal, withdrawal or death of its members, so that there is no acting organization thereof for a period of six years, or by the majority vote of the members present at a regular meeting of said corporation, elect to transfer all of its real estate and personal property to a corporation of the same religious denomination, and there shall be within this state a corporation of the same religious denomination organized as provided in subsection (1) of section 187.05, the title to such real estate so owned by such defunct society shall be vested in such corporation of the same religious denomination next higher in authority in such denomination. [1931 c. 293 s. 1]

**187.09 Existing organizations legalized.** Every religious or religious educational and charitable society organized or attempted to be organized under chapter 47 of the Revised Statutes of 1849, or chapter 66 of the Revised Statutes of 1858, or chapter 91 of the Revised Statutes of 1878, and the acts amendatory thereof, by filing, or filing and having recorded, a certificate of the election of trustees or a certificate of organization designating the name of the church or society with the register of deeds of the proper county, and which, since such filing or recording, has acted as a religious or a religious educational and charitable corporation in pursuance thereof, shall be deemed to be legally incorporated and shall have all the powers and be subject to all the liabilities of religious corporations under the provisions of this chapter. Nothing herein contained shall be construed to affect any action or proceeding pending by or against any such corporation on the nineteenth day of April, 1895.

**187.10 Congregational church.** (1) INCORPORATION. The adult members, not less than three in number, of any Congregational church, known as such in both government and name, which shall have been organized in this state and which at the time maintains regular public worship, may after due public notice given at some stated meeting of such church, organize a corporation for religious, charitable or educational purposes in the manner hereinafter provided.

(2) CERTIFICATE. Such members shall sign and acknowledge, before some officer authorized to take acknowledgments of deeds in the county where such church is organized, a certificate substantially in the following form:

Know all men by these presents: That the undersigned (insert the names of signers), and those who are or who may become associated with them for the purposes herein specified, have organized themselves into a church, located in (name of town, city or village), in the county of . . . ., and state of Wisconsin, for religious, charitable and educational purposes, which shall be known and incorporated by the name of (here insert the name).

And they shall record the same in the office of the register of deeds of such county, and when such record is made the church named therein shall be a corporation and possess the powers and privileges granted to corporations by chapter 182, so far as the same are applicable or necessary to accomplish its purposes, and also such as are conferred by this section.

(3) RULES. Such corporation may, by its constitution and by-laws, fix the terms and qualifications of membership and office therein, provide rules for the government of the church and its officers and fix the number of its trustees, not less than three nor more than nine, their term of office and the manner of appointing or electing the same.

(4) PROPERTY, DEED, ETC. Such corporation may also take, receive, purchase, hold and use both real and personal estate for the purposes for which it has been incorporated and no other; and may lease, mortgage, sell and otherwise dispose of the same or any portion thereof in the manner provided by its rules and by-laws and may also take by purchase, gift or otherwise and forever hold and improve any lands intended to be used for cemetery

grounds or burial places, subject to the provisions and restrictions, so far as applicable, in chapter 157.

(5) TRUSTEES' POWERS. The secular business and temporal affairs of such corporation shall be administered by the board of trustees, which shall have the custody and management of the corporate property and be governed in its official acts by the rules of the corporation applicable thereto and not inconsistent with this chapter. Any such corporation may change its corporate name and adopt any other. Such change may be made at either a regular annual meeting thereof or at a special meeting called for that purpose, by resolution adopted by a majority of the members thereof and spread upon its records. A certificate, duly signed and acknowledged by the secretary and the presiding officer of such corporation, containing a copy of such resolution and showing the name adopted, shall be filed and recorded at the same place and in the same manner as the original certificate of incorporation. Such corporation shall, from and after the filing of such certificate, be known by the name so adopted. The register of deeds shall note on the margin of the record of the original articles such change of name, together with the book and page where the certificate herein provided for is recorded.

(6) REORGANIZATION; FAILURE TO MAKE NOT TO DISSOLVE. Every existing religious society of any Congregational church, known as such in both government and name, whose board of trustees have heretofore been incorporated under the laws of this state may, by five or more of its members, including in every case all the members at the time acting as trustees, thereunto duly authorized by and acting for the society, become a corporation under this chapter by making and recording the certificate provided for herein, with an additional statement therein of the name by which such society and the corporation connected with it has before that time been known and called, and that such society and corporation are reorganized under this section; but such reorganization shall not work a change of the ecclesiastical connection of any such society. If any such society or corporation shall fail to become reorganized as herein provided such failure shall not work its dissolution; and the board of trustees heretofore incorporated, not less than three nor more than nine in number, shall hereafter be appointed or elected according to the rules of the society with which they are connected, be governed by the provisions of said sections which relate to the duties of trustees, and have all the powers and be subject to all the liabilities of religious corporations thereunder.

(7) FAILURE TO ELECT TRUSTEES. No failure to elect trustees at the proper time shall work a dissolution of any such corporation, and those once elected shall hold their offices until their successors are elected. In case of the dissolution of any such corporation the same may be reincorporated under the provisions of this section, at any time within six years after such dissolution; and thereupon all the real and personal estate formerly belonging to the same and not lawfully disposed of shall vest in such corporation as if there had been no such dissolution.

(8) PROPERTY, TITLE OF, TO VEST IN WHOM. All lands, tenements and hereditaments that have been or may hereafter be lawfully conveyed by demise, gift, grant, purchase or otherwise to any persons or trustees in trust for the use of any religious society organized or which may hereafter be organized within this state, either for a meeting house, burying ground or parsonage shall, with the improvements, vest in such church when incorporated under the provisions of this section, as fully as if originally conveyed to it; and in case the society has not been so reincorporated shall vest in its trustees and be held by them and their successors in trust for it.

(9) DEVOLUTION OF PROPERTY OF DEFUNCT CHURCHES. Whenever any local Congregational church shall become defunct or be dissolved, the property thereof shall vest in the Wisconsin Congregational Association, the state organization of said denomination. Any local Congregational church shall be deemed defunct within the meaning of this section when it shall have ceased to maintain at least one regular service per month for a period of two years.

(10) EXCEPTION AND PROVISIO. The societies of any Congregational church, known as such in both government and name, herein provided for, shall be exempt from the provisions of this chapter, except such as are contained in this section; provided, that the trustees of the funds and property of any church or religious denomination duly elected by any council, convention, conference, synod or other body of authorized representatives of any such church or religious denomination, and otherwise qualified as provided by law, and their successors in office are hereby declared to be a good and sufficient corporation, duly organized and fully formed, constituted and empowered to receive and hold any lands, tenements and hereditaments that may be conveyed to it by demise, gift, grant, purchase or otherwise by or from any person, persons, trustees or corporation in trust for a church, meeting house, parsonage, rectory, school or hospital, or for the other uses and purposes of any such church or denomination, and any property so conveyed with the improvements, appurtenances and conditions thereto annexed shall be held by such trus-

tees and their successors in office, when such conveyance shall have been approved by the council, convention or synod represented by said trustees, exclusively for the purposes of such trust as specified and declared in the conveyance thereof and subject to all the conditions of said conveyance.

**187.11 Property of Church of Christ or Christian church.** Whenever any local religious society of the denomination known as the Church of Christ or the Christian Church, shall become defunct or be dissolved, the property thereof shall vest in the Wisconsin Christian Missionary Association, the state institution of said denomination, and if within three years from the date when such local society shall become defunct or be dissolved it shall be reincorporated in the manner prescribed in section 187.01, the said property so belonging to such defunct or dissolved local corporation at the time of its dissolution shall vest in such new corporation. Any local religious society shall be deemed defunct within the meaning of this section when it shall have ceased to maintain at least one regular service per month for a period of two years. The provisions of section 187.03 shall not apply to or affect religious societies of the denomination known as the Church of Christ or the Christian Church.

**187.12 Roman Catholic church.** (1) **BISHOP MAY INCORPORATE.** The provisions of this chapter, except this section, shall not apply to or in any manner affect the Roman Catholic church or denomination, or any society or religious corporation now existing or which may be organized in connection therewith. The bishop of each diocese, being the only trustee of each Roman Catholic church in his diocese, may cause any or all congregations therein to be incorporated by adding four more members as trustees as hereinafter provided. The bishop and vicar-general of each diocese, the pastor of the congregation to be incorporated, together with two laymen, practical communicants of such congregation (the latter to be chosen from and by the congregation), shall be such trustees.

(2) **POWERS.** Such corporation shall assume an appropriate name in its articles of incorporation and may purchase, accept, own and hold property, real and personal, and sell, convey and otherwise dispose of the same and contract debts, all of which shall be done subject to the by-laws and the restrictions hereinafter provided. Such corporation may sue and be sued, have a common seal, which may be changed at pleasure, and do all things necessary for the proper transaction of its business and duties and all things needful in the management of the temporal affairs of the Roman Catholic church of such congregation, and for the benefit thereof and of such members as may become attached and belong to said church in conformity with such rules and regulations as may be established by its by-laws; and also to purchase, own, hold, regulate, control, manage or dispose of any eleemosynary, educational, cemetery, religious or other property which it may acquire in connection with said church and the congregation thereof or be assigned to it by the bishop or other person or persons.

(3) **BISHOP, VICAR-GENERAL, PASTOR.** The said bishop and vicar-general shall be and remain members of such corporation as long as they shall be and remain respectively bishop and vicar-general of said diocese; and said pastor shall be and remain a member thereof so long as he shall be and remain pastor of said congregation; and whenever either or all of them shall cease to be bishop, vicar-general or pastor as aforesaid their respective successors as such bishop, vicar-general or pastor shall become their respective successors as members of such corporation, and in like manner they shall have perpetual succession. The said bishop and vicar-general or either of them may be represented at any meeting of said congregation or at any meeting of the directors by proxy with like effect as if personally present. The said two laymen shall be and remain members of said corporation for the term of two years and until their successors, who in all cases shall be laymen, are chosen or selected as provided by the by-laws. In case of a vacancy in the office of bishop of said diocese the administrator thereof, or such other person as may be appointed according to the rules of the Roman Catholic church to preside over and administer the spiritual and temporal affairs of said diocese, shall be, while he is such administrator or appointee, a member of such corporation in the place and stead of the bishop of said diocese and have the same power and authority in such corporation as said bishop would have.

(4) **OFFICERS; BONDS.** The officers of such corporation shall be a president, vice president, treasurer and secretary. The bishop, his successor or administrator thereof, or such other person as may be appointed according to the rules of the Roman Catholic church, or administrator for the time being, shall be president; the pastor shall be vice president ex officio, and the treasurer and secretary shall be selected or chosen from among the laymen as provided by the by-laws. In all cases the treasurer shall be required to give bond to such corporation in such sum and with such sureties as the directors shall require, conditioned that he will faithfully account for and pay over all moneys that may come into his hands as such treasurer and otherwise faithfully discharge the duties of his office, which

bond shall, before he enters upon such duties, be approved by the president, vice president and secretary by indorsement made thereon. Whenever the secretary or treasurer shall, after due notice, neglect or fail to attend the meetings of the directors or attend to the business of such corporation his office shall be declared vacant by the remaining directors and such vacancy be filled by them.

(5) DEBTS; SALE OF REALTY. The bishop or administrator, the vicar-general, pastor, treasurer and secretary shall be ex officio directors of such corporation. They may, by a majority vote, contract debts not exceeding in amount the sum of three hundred dollars; but debts in excess of that sum may be contracted by the consent and vote of all the directors; such debt may be evidenced by a note or other evidence of debt and may be secured by a mortgage on the property of such corporation, but such note, other evidence of debt or mortgage shall not be construed as implying any covenant for the payment of the sum thereby intended to be secured on the part of any of said directors, but the remedies of the payee or mortgagee named therein shall be confined to the lands and property of such corporation. The real estate of the corporation shall not be sold, mortgaged, incumbered or disposed of in any manner without the vote and consent of all the directors.

(6) BY-LAWS. The directors, by unanimous vote, may adopt such by-laws, not contrary to the constitution and laws of this state, the statutes of the diocese and the discipline of the Roman Catholic church, as may be deemed necessary for the proper government of such corporation and the management and business thereof or the temporal affairs of such congregation which may become connected therewith or attached thereto. Said by-laws may be altered or amended in the same manner as by-laws are herein required to be adopted and not otherwise; and whenever so adopted or amended shall, before taking effect, be recorded by the secretary in a book to be kept for that purpose and be subscribed to by each of said directors.

(7) ARTICLES TO BE RECORDED IN OFFICE OF REGISTER OF DEEDS. Whenever any of said congregations have complied with the foregoing provisions, the articles of incorporation thereof shall be made out accordingly, be signed by the president and secretary in the presence of two witnesses, who shall sign their names thereto, and acknowledged before some notary public or other person authorized by law thereto and filed in the office of the secretary of state, and recorded in the office of the register of deeds in the county or counties where such corporation may own real estate.

(8) FAILURE TO FILE ARTICLES IN OFFICE OF REGISTER OF DEEDS NOT TO AFFECT VALIDITY. Whenever in the organization of corporations under this section there may have been a failure to file the articles of association or a copy thereof in the office of the register of deeds of the proper county, such failure shall not affect the validity of the corporation but the same shall be a body corporate from and after the date of the signing of such articles provided that such corporation records such articles or a copy thereof in the office of the register of deeds of the proper county within three months after the passage and publication of this act.

(9) AMENDMENT OF ARTICLES. The articles of incorporation of any such congregations may be altered or amended by the unanimous vote of the directors of such corporation. When adopted, duplicate copies of such amendment, each with a certificate thereto affixed, signed by the president and secretary and the other directors, and sealed with the corporate seal, if there be any, stating the fact and date of the adoption of such amendment and that the same was adopted by unanimous vote of the directors of the corporation and that such copy is a true copy of the original, shall be made, and one of such duplicate copies shall be filed in the office of the secretary of state and the other shall be recorded in the office of the register of deeds of the county where such corporation is located and in the office of the register of deeds of any other county or counties where the corporation may own real estate.

(10) DISSOLUTION OF CORPORATION. Any corporation organized under this section may dissolve by adopting a resolution to that effect by unanimous vote of the directors of such corporation. When adopted, duplicate copies of such resolution of dissolution, each with a certificate thereto affixed, signed by the president and secretary and the other directors, and sealed with the corporate seal, if there be any, stating the fact and date of adoption of such resolution and that the same was adopted by unanimous vote of the directors of the corporation and that such copy is a true copy of the original, shall be made, and one of such duplicate copies shall be filed in the office of the secretary of state and the other shall be recorded in the office of the register of deeds of the county where such corporation is located and in the office of the register of deeds of any other county or counties where the corporation may own real estate.

(11) TITLE TO PROPERTY ON DISSOLUTION. Whenever any such corporation shall become defunct or be dissolved the property thereof shall vest in the bishop of the diocese in which such corporation is located, and if within three years from the date of such dissolu-

tion said congregation be reincorporated in the manner prescribed by this section the said property so belonging to such defunct or dissolved corporation at the time of its dissolution shall vest in such new corporation.

**Note:** A signed subscription agreement by the pastor was insufficient to bind the subscriber and upon the death of the subscriber the subscription was revoked not binding upon the subscriber unless the subscription was accepted by the board of directors of the corporation. An acceptance re McCanna's Estate, 230 W 561, 284 NW 502.

**187.13 Missionary corporations.** (1) **INCORPORATION.** (a) Any male persons, not less than ten in number, over twenty-one years of age, who are members of churches of any religious sect or denomination, which churches have been or may hereafter be incorporated under the laws of this state and maintain regular public worship, may organize a corporation for religious missionary purposes in the manner herein provided. They shall sign and acknowledge before some officer authorized by law to take acknowledgments of deeds a certificate substantially in the following form:

Know all men by these presents: That the undersigned (here insert the names of the signers), members of churches organized and incorporated under the laws of Wisconsin and now maintaining regular public worship, and all other persons who are or may become associated with them for the purposes herein specified have organized themselves into a religious society to be located in (here insert the name of town, city or village), in the county of . . . , in the state of Wisconsin, for religious missionary purposes, which society shall be known and incorporated by the name of (here insert the name). And each such person so signing such certificate shall add or cause to be added immediately after his signature the following: Member of this (denomination) church, at (here insert town, village or city), in . . . county, Wisconsin, or other words particularly designating the church of which he is such member.

(b) Such certificate shall be recorded in the office of the register of deeds of such county, and when so recorded the society named therein shall be a corporation and shall possess the powers and privileges granted to corporations by chapter 182 so far as the same are applicable or necessary to accomplish its purposes, and also such as are conferred by this and the two next following subsections.

(2) **OFFICERS; RULES; PROPERTY.** Such corporation may, by its constitution and by-laws, fix the terms and qualifications of membership and office therein, provide rules for the government of the society and its officers, and fix the number of its trustees, not less than three nor more than nine, their terms of office and the manner of appointing or electing the same. It may take and receive by gift, grant, purchase or otherwise and hold and use both real and personal estate for the purposes for which it has been incorporated and no other; and may lease, mortgage, sell and otherwise dispose of the same or any portion thereof at pleasure.

(3) **POWERS.** The secular business and temporal affairs of such corporation shall be administered by the board of trustees. It shall appoint a clerk or secretary and a treasurer, with power to remove the same, and shall cause accurate records of all its proceedings and of all business of such society to be kept, and such board of trustees shall have the custody and management of the corporate property and be governed in its official acts by the rules of the society applicable thereto, and not inconsistent with the laws of this state; and it may adopt and have a corporate seal and alter the same at pleasure. No failure to elect trustees at the proper time shall work a dissolution of any such corporation and those once elected shall hold their offices until their successors are elected. The signers of such certificates shall constitute the first board of trustees or directors, and in like manner shall hold their offices until their successors are elected.

**187.14 Consolidation of church corporations or congregations.** (1) Whenever the members of two or more incorporated religious societies of the same church, sect, denomination or ecclesiastical connection shall desire to consolidate said societies, such consolidation may be effected in the following manner:

(2) Every such incorporated society shall first of all submit to the members thereof, at any regular meeting or at any special meeting called for that purpose pursuant to the provisions of its charter, articles of incorporation and by-laws, the question of whether or not such society shall consolidate with any one or more other societies with which it is proposed to consolidate. If a majority voting at such meeting shall be opposed to such consolidation, then the said society shall have no authority to consolidate until such later date as a majority may be in favor thereof; but in case a majority voting at any such meeting of any such society shall favor consolidation with any one or more other societies of the same church, sect, denomination or ecclesiastical connection, then such consolidation shall proceed as hereinafter prescribed.

(3) The members present at any such meeting shall determine by resolution with what other society, or societies, a consolidation is to be effected.

(4) The members present at any such meeting of any such society after a resolution has been adopted to consolidate with one or more other societies as herein provided, shall choose from its members three representatives to be known as "joint commissioners" to meet with a similar number of such "joint commissioners" from any other society, or societies, with which it is proposed to consolidate, and such "joint commissioners" shall have the following powers and perform the following duties:

(a) Said joint commissioners, or a majority of them, shall have the power to decide by what corporate name the consolidated society shall be known;

(b) Said joint commissioners, or a majority of them, may make, sign and acknowledge a certificate of consolidation, which certificate may be substantially as follows:

Know all men by these presents: That the undersigned, duly appointed joint commissioners of .... of ...., Wisconsin, and .... of ...., Wisconsin, to effect a consolidation of said incorporated religious societies, do hereby certify that, pursuant to the authority in us vested, we have consolidated and do hereby consolidate the above named .... of ...., Wisconsin, and .... of ...., Wisconsin, into one religious society of the .... (church, sect, denomination or other description), located in the .... of ...., county of ...., and state of Wisconsin, which consolidated society shall be known and incorporated by the name of ....

In witness whereof, we have hereunto set our hands and seals this .... day of ...., 19..

(Acknowledged)

(Signed) .... (Seal)

(c) Said certificate, together with a certified copy of the resolution from each society authorizing the consolidation, shall be recorded in the office of the register of deeds of the county in which the newly consolidated society is located; and when so recorded, said consolidated society shall be an incorporated religious society under and by virtue of the laws of the state of Wisconsin and shall have all the powers and be subject to all the obligations of religious societies as prescribed by chapter 187, and all acts amendatory thereof or supplementary thereto.

(5) Said joint commissioners shall, as soon as practicable after such consolidation, call a meeting of all the members of the consolidated society at which meeting said consolidated society shall adopt whatever by-laws may be necessary and elect all necessary officers and transact any other business necessary or proper for the new corporation. Until such officers have been elected, said joint commissioners shall be the governing board of said consolidated society, and shall have the power to do anything necessary or proper to fully effect the consolidation or anything immediately necessary for the good of said society.

(6) Said consolidated society, when the incorporation thereof shall be completed as herein provided, shall be vested with all the temporalities and property, real or personal, of said constituent societies, and any gifts, grants, devises or bequests thereafter accruing to either of said former societies, or to the consolidated society, by whatever name designated, shall be valid and the same shall pass to and vest in the said consolidated society,—it being the declared intent of this act that no gift, grant, devise or bequest shall fail by reason of the fact that the same may have been given to either one of the former societies, but that the consolidated society shall take any such as would otherwise have passed to either of the former societies.

**187.15 Methodist property.** (1) All trustees who have been, or may hereafter be chosen or appointed in any society or by any conference of The Methodist Church, (known in this state prior to 1939 as the Methodist Episcopal Church) according to the rules and discipline of said church and their successors in office, appointed as aforesaid, shall be persons in law, capable of contracting and being contracted with, suing and being sued, and defending and being defended in all suits and actions whatsoever, both in law and in equity, and shall have power to receive, acquire, hold, possess and enjoy in trust for The Methodist Church, any bequests, lands, tenements and hereditaments, and to use, administer, sell, mortgage and convey the same, in the manner provided in said rules and discipline for the proper benefit of said church.

(2) Whenever a vacancy shall occur in any such board or boards of trustees, by death, resignation, removal from the society or conference, or otherwise, such vacancy shall be filled according to the rules and discipline of said church.

(3) All bequests, lands, tenements and hereditaments that now are or may hereafter be held, received or acquired by any trustee or trustees, in trust for The Methodist Church in this state, for the purposes of religious worship, residences for their pastor or pastors, district superintendents or bishops, burying ground, or for other religious, educational or recreational purposes, shall, with the proceeds, avails, improvements and appurtenances thereof, descend to and be held by such trustee or trustees as may from time to time be chosen or appointed according to the rules and discipline of said church.

(4) Whenever any local Methodist church or society shall become defunct or be dissolved the rights, privileges and title to the property thereof, both real and personal, shall vest in the annual conference and be administered according to the rules and discipline of said church.

(5) All corporations of the Methodist Episcopal Church and The Methodist Church heretofore organized or attempted to be organized in accordance with the provisions of chapter 89 of the laws of 1849, chapter 292, laws of 1864, chapter 123 of the private and local laws of 1872, and chapter 379 of the private and local laws of 1868, as amended by chapter 385 of the laws of 1885, and chapter 158 of the laws of 1923, and all such corporations organized in substantially the same manner as provided in this section, shall be valid corporations from and after the date of such organization or attempted organization and be subject to the jurisdiction and discipline of said Methodist Church. [1939 c. 403]

**187.16 Salvation Army.** (1) **INCORPORATION.** Any corps of the Salvation Army in the state of Wisconsin may become incorporated as a charitable, educational, missionary, philanthropic, beneficial and religious organization, by the commander in chief of the Salvation Army in the United States of America and the territorial commander of the central territory of the Salvation Army in the United States of America, together with three other officers or laymen, members of the said local Salvation Army corps, executing, acknowledging and filing a certificate of incorporation in the office of the secretary of state, giving its corporate name, the location of the headquarters of said corps in Wisconsin, the names of the incorporators, its general objects and purposes. Said certificate shall be recorded in the office of the secretary of state and a verified copy thereof in the office of the register of deeds in the county wherein the main office of said corps of the Salvation Army is located. When such record is made the corporation shall come into existence and possess the powers and privileges granted to corporations by chapter 182 so far as the same are applicable or necessary to accomplish its purpose, and also such powers as are conferred by this section.

(2) **POWERS.** A Salvation Army corps, incorporated under the provisions of this section, may in particular engage in charitable, educational, missionary, philanthropic, beneficial and religious work of the character that has been and is being conducted by the branch of the Christian church known as The Salvation Army and may do everything and may act and carry on every kind of operation necessary and incidental to the maintenance of such work. Such corporation may receive and hold both real and personal property of and for said The Salvation Army, may execute trusts thereof; may from time to time transact any business and carry on any work or operation in connection with and for the purposes of the foregoing; may enter into, make, perform and carry out contracts of every kind and for any lawful purposes; may issue bonds or obligations of the corporation and secure the same by trust deed, mortgage, pledge or otherwise, if deemed best or necessary by the said corporation and may dispose of the same; may take and hold by lease, gift, purchase, grant, devise or bequest, any property, real, personal or mixed, for the objects of said corporation and issue bonds therefor, and secure the same by mortgage, trust deed or otherwise; may sell, assign, grant or convey any real or personal property by proper written instruments executed either by the trustees of the corporation or by the officers thereof, when the latter have been duly authorized so to act by the trustees; and shall have generally all the rights, privileges, immunities and powers granted to religious corporations in their secular affairs.

(3) **GOVERNMENT AND OFFICERS OF THE SALVATION ARMY.** The commander in chief of the Salvation Army in the United States of America, the territorial commander of the central territory of the Salvation Army in the United States of America, the chief secretary of the central territory of the Salvation Army in the United States of America, the divisional commander of the Salvation Army in the state of Wisconsin and one officer or layman member of the Salvation Army in the United States selected by the commander in chief of the Salvation Army in the United States of America, shall be trustees of such a corporation and such officers and such layman trustee shall together constitute the board of trustees thereof. The four first-mentioned officers of said corporation shall be trustees thereof ex officio during their term of office, and shall cease to be trustees thereof upon their removal or resignation. The term of office of the fifth trustee shall be one year and he may be removed from office at any time by a vote of the four first-mentioned officers, or a majority of them. Whenever the office of such trustee shall become vacant by expiration of term of office or otherwise, his successor shall be appointed from the officers or members of the Salvation Army by the commander in chief of the Salvation Army in the United States of America. No act or proceeding of the trustees of the Salvation Army shall be valid without the vote of the majority of the trustees of said corporation.

(4) **POWERS AND DUTIES OF TRUSTEES.** The trustees of a corporation, incorporated under the provisions of this act, shall have the custody and control of all the temporalities and property, real and personal, belonging to said corporation in Wisconsin and the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of the Salvation Army or the governing body thereof and the provisions of law relating thereto. The board of trustees of said corporation shall have power to adopt by-laws for the calling and conduct of the meetings of its members, the government and regulations of said corporation, the management of its property, and the regulation of its affairs. But this section does not give to said trustees any control over the policy or control of the religious or ecclesiastical membership of the Salvation Army, or power to dismiss or remove any of its officers or members, or power over any of the spiritual officers of said association, who shall be subject to the rules and discipline of said association laid down by the general of the Salvation Army or his successor in said office.

(5) **AMENDMENT OF ARTICLES.** The articles of incorporation of such corporation may be altered or amended by a two-thirds vote of the trustees of such corporation. When adopted duplicate copies of such amendment accompanied by certificates signed by the president and secretary of the corporation shall be filed, one copy with the secretary of state and the other with the register of deeds of the county where such corporation shall have its principal office. [1931 c. 125]