

No. 650, S.]

[Published November 29, 1955.]

CHAPTER 661

AN ACT to repeal, renumber, amend and repeal and recreate various provisions of the statutes relating to corporations, for the purpose of clarifying language, correcting and clarifying references, renumbering for better location and eliminating unnecessary and obsolete provisions.

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

SECTION 1. 40.305 (5) as created by chapter 222, laws of 1955, is amended to read:

40.305 (5) A corporation may be organized by the board of any school district pursuant to this section and ch. * * * 181 and shall have the powers enumerated in * * * *ch. 181* insofar as they may be applicable. Members of the school board may serve as incorporators, directors and officers of such corporation.

CHAPTER 661

SECTION 2. 45.058 (1) of the statutes is amended to read:

45.058 (1) Any county having a population of 500,000 or more may establish and maintain a memorial or memorials under s. 45.05 and 45.055 by agreement between the county board of such county and any nonprofit private corporation without capital stock organized * * * *under the laws of this state* (except as in this section provided) expressly for any of the purposes of s. 45.05 located in such county.

SECTION 3. 66.071 (2) (c) of the statutes is amended to read:

66.071 (2) (c) The directors so appointed shall have power: To employ a manager experienced in the management of street railways and electric plants or other like public utilities and fix his compensation and the other terms and conditions of employment and to remove him at pleasure, subject to the terms and conditions of his employment. To advise and consult with the manager and other employes as to any matter pertaining to maintenance, operation or extension of such utility. To perform such other duties as ordinarily devolve upon a board of directors of a corporation organized under ch. * * * 180 * * * not inconsistent with * * * this * * * section and * * * the laws governing cities of the first class. No money shall be raised or authorized to be raised by said board of directors other than from revenues derived from the operation of the utility, except by action of the council.

SECTION 4. 66.94 (29) (a) of the statutes is amended to read:

66.94 (29) (a) The authority shall have the same rights, duties and obligations with respect to collective bargaining by and with its employes as do public utility corporations. * * *

SECTION 5. 70.11 (9) of the statutes is amended to read:

70.11 (9) All memorial halls and the real estate upon which the same are located, owned and occupied by any organization of United States war veterans organized pursuant to act of congress and domesticated in this state pursuant to * * * *the laws of this state*, containing permanent memorial tablets with the names of former residents of any given town, village, city or county, who lost their lives in the military or naval service of the state or the United States in any war inscribed thereon, and all personal property owned by such organizations, and all buildings erected, purchased or maintained by any county, city, town or village as memorials under s. 45.05 or 45.055. The renting of such halls or buildings for public purposes shall not render them taxable, provided that all income derived therefrom be used for the upkeep and maintenance thereof. Where such hall or building is used in part for exempt purposes and in part for pecuniary profit, it shall be assessed for taxation to the extent of such use for pecuniary profit as provided in sub. (8).

SECTION 6. 180.97 (1) of the statutes is amended by deleting the words "and 182".

SECTION 7. 181.76 (2) and (5) are repealed and (1), (3) and (4) are amended to read:

181.76 (1) The provisions of this chapter relating to domestic corporations shall apply to * * * all corporations organized hereunder and * * * all corporations without stock organized under * * * corresponding prior general corporation laws.

(3) A *domestic corporation without stock not organized * * * as provided in sub. (1)* shall not be subject to ch. 181 but may at any time elect to become subject to ch. 181 by filing and recording restated articles of incorporation in accordance with the provisions of ch. 181. The restated articles shall state that the corporation elects to become subject to ch. 181

and shall designate a registered agent for the corporation. The election to become subject to ch. 181 shall be effective upon the filing and recording of the restated articles of incorporation.

(4) A *domestic corporation without stock* * * * which is not subject to ch. 181 and which does not elect to become subject to it, may conduct and administer its business and affairs under the provisions of ch. 181 to the extent that the provisions of ch. 181 are not inconsistent with the articles or form of organization of such corporation or with any provisions elsewhere in the statutes or under any law relating to such corporation.

SECTION 8. The title of ch. 182 is amended to read:

* * *

MISCELLANEOUS CORPORATE PROVISIONS; TURNPIKE CORPORATIONS.

SECTION 9. 182.001, 182.002, 182.006, 182.007 (2) (as amended by ch. 338, Laws 1955) to (5), 182.008, 182.011, 182.013, 182.014, 182.015, 182.034, 182.101, 182.102, 182.105, 182.106, 182.107, 182.201, 182.202 (1), (3) and (4), 182.203, 182.204, 182.205, 182.2055, 182.206, 182.207, 182.208, 182.209, 182.210, 182.211, 182.212, 182.213, 182.214, 182.215, 182.217, 182.219 (1), (2), (3) and (5), 182.221, 182.222, 182.223, 182.224, 182.226 and 182.23 of the statutes are repealed.

SECTION 10. 182.0025 of the statutes is renumbered 188.26 and amended to read:

188.26 Whenever any corporation * * * is formed under * * * *chs. 180 or 181* * * * or *this* chapter * * * for the purpose of assisting veterans of any war of the United States, or operating social clubs in which the name "veteran" appears, the secretary of state shall investigate the same to ascertain the character thereof, and whether or not the same has been procured by fraudulent representation or concealment of any material fact relating to such veteran's name, purpose, membership, organization, management or control or other material fact. * * * *If* the secretary of state * * * so * * * *finds*, such findings, misrepresentation or concealment shall be reported to the attorney general, and the attorney general thereupon shall as provided in s. 286.35 bring an action to vacate or annul * * * *the* corporate charter.

SECTION 11. 182.003 of the statutes is renumbered 310.27 and amended to read:

310.27 The executors or trustees under any will or one or more of such executors or trustees who are authorized by the will to organize a corporation for any of the purposes authorized by * * * *chs. 180 or 181* may, individually or as executors or trustees, or together with the legatees mentioned in such will, or one or more of such executors, trustees or legatees, associating with him or them such other persons as may be necessary, incorporate for the purpose of carrying out the intentions of the testator, and said executors, trustees or legatees, or 2 or more of them, may subscribe to the capital stock of such corporation to the amount of the value of the property mentioned or referred to in the will for such purpose, and convey such property to the corporation in payment of the stock subscribed, without authority from any court.

SECTION 12. 182.004 (2) of the statutes is amended by substituting "ss. 180.04 and 180.71" for "section 182.201 and subsection (2) of section 182.011".

SECTION 13. 182.004 (7) of the statutes is amended by substituting "Section 180.38" for "The provisions of section 182.219".

SECTION 14. 182.004 (13) of the statutes is amended by substituting "ch. 180" for "this chapter".

SECTION 15. 182.004 (14) of the statutes is created to read:

182.004 (14) No filing fee is required to be paid by any corporation organized under this section.

SECTION 16. 182.007 (1) of the statutes is repealed and recreated to read:

182.007 (1) A community fund, community chest or community union corporation of a kind mentioned in sub. (1m) may change substantially the original purposes of its organization upon the affirmative vote of at least two-thirds of its members entitled to vote, at a meeting called for that purpose and in no event shall its purposes be other than charitable.

SECTION 17. 182.007 (1m) of the statutes is amended by deleting the words "under this chapter" in line one.

SECTION 18. 182.012 of the statutes is amended to read:

182.012 (1) Whenever the board of directors of any domestic corporation organized without capital stock * * * *determines* that a sale or mortgaging of the whole or any part of its property is desirable, and that by reason of the removal, nonresidence of a great number of its members, or the loss of its records of membership, or other cause, it is impossible to call or hold any regular meeting at which a * * * *quorum* of the members can be represented in person or by proxy, the * * * board may cause a verified petition to be made in behalf of said corporation and presented to the circuit judge of the county in which said corporation * * * *has* its location. Such petition shall set forth the date of the organization and the purpose of said corporation, the nature and extent of its property, reasons for the sale or mortgaging of the whole or any part thereof, the facts preventing the calling or holding of a meeting of a * * * *quorum* of its members and such other matters as may be deemed material. Upon presentation thereof the circuit judge shall by order fix a time and place for a meeting of the members of such corporation and prescribe the time and manner of giving, and contents of a notice of said meeting, and direct the publication thereof in a newspaper designated in said order as the one most likely to give general notice of such meeting.

(2) * * * *Two-thirds* of the members present at any meeting so called shall have power to sell, convey or mortgage or authorize to be sold, conveyed or mortgaged the whole or any part of the property described in such petition.

(3) If such sale or mortgaging be approved or authorized, the officers of said corporation shall cause the petition, the order of the judge, proof by affidavit of the giving of notice of said meeting as required by said order and a certified copy of the minutes of the said meeting to be promptly filed in the office of the clerk of the circuit court of said county upon payment to said clerk of the fees properly chargeable in a special proceeding. Upon such filing, such property may be conveyed or mortgaged with the same right and authority as if such sale or mortgaging had been authorized by a * * * *sufficient affirmative vote* of all members of said corporation.

SECTION 19. 182.030 of the statutes is amended by deleting the words "under this chapter".

SECTION 20. 182.031 of the statutes is amended by substituting the words "under the laws of this state" for "this chapter" in sub. (1) and by substituting the words "chs. 180," for "this chapter and chapters" in sub. (2).

SECTION 21. 182.032 (8) of the statutes is amended by substituting "ch. 181" for "sections 182.001 to 182.034".

SECTION 22. 182.103 of the statutes, as amended by chapter 338, laws of 1955, is renumbered to be 196.78 and as so renumbered is repealed and recreated to read:

196.78 No corporation owning or operating a public utility shall be dissolved, except upon consent of the public service commission to be issued only after hearing by the commission, on at least 30 days' notice given to each municipality in which such utility is operated, and an opportunity to be heard furnished to all such municipalities and stockholders in such corporation.

SECTION 23. 182.31 (1) of the statutes is amended by deleting the words "under this chapter".

SECTION 24. 182.32 of the statutes, as amended by chapter 10, laws of 1955, is amended to read:

182.32 Turnpike corporations may be organized under * * * *ch. 181* and shall have the powers enumerated * * * *therein* except as otherwise provided in ss. 182.30 to 182.48.

SECTION 25. 184.04 of the statutes is amended by deleting the words "and of section 182.206 of the statutes".

SECTION 26. 184.11 of the statutes is amended by substituting "180.38" for "182.219".

SECTION 27. 187.01 (2), 187.10 (2), 187.13 (1) (b) and 187.16 (1) of the statutes are amended by substituting "ch. 181" for "chapter 182".

SECTION 28. 188.08 (3), 188.09 (3), 188.16 (3), 188.17 (3), 188.18 (2) and 188.19 (3) of the statutes are amended by substituting "Sections 180.46 and 181.32" for "section 182.002 (2)".

SECTION 29. 188.085 and 188.20 of the statutes are amended by substituting "181.65" for "182.102".

SECTION 30. 188.11 (3), 188.13 (3) and 188.15 (3) of the statutes are amended by substituting "Sections 180.46 and 181.32" for "section 182.002".

SECTION 31. 193.01 (1) of the statutes is amended by substituting "180" for "182".

SECTION 32. 196.09 (6) of the statutes is amended by substituting "180.38" for "182.219".

SECTION 33. 196.80 (4) (d) 1 of the statutes is amended by substituting "180.45" for "182.002", and "180.46" for "182.002 (2)"; 196.80 (4) (d) 2 of the statutes is amended by substituting "180.53" for "182.007 (2)"; and 196.80 (4) (e) of the statutes is amended by substituting "180.46" for "182.002 (2)".

SECTION 34. 198.13 (4) of the statutes is amended to read:

198.13 (4) Any district dissolved in accordance with * * * sub. (3) * * * shall nevertheless continue to be a body corporate for * * * *the time and* purposes set forth in s. * * * *180.787*, and for such additional period as may be necessary for the district to retire all its outstanding bonds.

SECTION 35. 203.09 (1) of the statutes is amended by substituting "chs. 180 or 181" for "chapter 182".

SECTION 36. 206.02 (3) (b) of the statutes is amended by substituting "180.87 (1) (a)" for "182.002".

SECTION 37. 206.02 (9) (c) of the statutes is amended by substituting "chs. 180 or 181" for "chapter 182".

SECTION 38. 212.01 of the statutes is amended by substituting "the laws of this state" for "chapter 182".

SECTION 39. 213.05 of the statutes is amended by substituting "181" for "182".

SECTION 40. 346.64 of the statutes is repealed.

SECTION 41. 372.07 of the statutes is amended by substituting "180.03" for "180.01".

Approved November 18, 1955.
