

CHAPTER 146.

[Published April 4, 1872.]

AN ACT to authorize the organization of corporations for other than manufacturing, mercantile, insurance, banking, transportation or trading purposes.

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

May organize and for what purposes.

SECTION 1. Five or more adult persons living in any county of this state may organize for one or more of the following purposes, to-wit:

For the cultivation of science and literature.

For keeping and maintaining schools, high schools, colleges or universities.

For the practice and cultivation of vocal or instrumental music.

For gymnastic exercises, sharpshooting, or other exercises of body and mind.

For debating, declamation or public speaking.

For benevolent purposes, or to establish or maintain benevolent institutions.

For establishing and maintaining driving parks.

For mutual support in cases of sickness, support of families of deceased members, or support in cases of distress.

For any other lawful purpose, not enumerated herein other than carrying on manufacturing, mercantile, transportation, banking or insurance business, or any trade, except as provided for in this act.

Shall be bodies corporate and politic—their powers.

Any such corporation, if organized in conformity with the provisions of this act, shall be a body politic and corporate, under the name which said corporation may adopt, and may have a common seal, and alter, break or renew the same at pleasure; and shall have the right to acquire and possess such real and personal property as may be necessary for the purposes of said corporation, and sell, lease or dispose of the same at pleasure. Such corporation shall also have the right to contract and be contracted with, to sue and be sued, to plead and be impleaded with, to answer and be answered unto in all courts and places, to borrow money and give notes of hand, bonds, mortgages or other evidences

of indebtedness, and to redeem the same, or to loan money belonging to such corporation, on such securities as may be prescribed by the by-laws of such corporation.

SECTION 2. The persons so organizing such corporation shall make and adopt articles of association, in writing, which articles shall contain:

Shall adopt articles of association, and what to contain.

1st. The name, location and purposes of such corporation.

2d. The designation of the officers for the government of such corporation, the methods of electing officers and the term for which such officers shall be elected, together with the time when such election shall be held.

3d. The main duties conferred upon the officers of said corporation.

4th. the method of accepting, discharging or expelling members of such corporation, and

5th. Such general rules for the government of such corporation as may be considered necessary, and the manner of adopting by-laws.

SECTION 3. The articles of association so made and adopted shall be signed by the persons forming such corporation, and a copy of the same shall be verified as a true copy thereof by oath or affirmation of at least two members of such corporation, which oath or affirmation may be taken before any person authorized by law to administer oaths. Such articles of association, so verified, shall be recorded by the register of deeds of the county in which such corporation may be located, in a book to be kept by him for that purpose; and the date and hour of the reception of the copy of such articles shall be endorsed thereon, together with the number of the book and page on which such constitution shall have been recorded; and such verified copy, so endorsed by such register of deeds, or a certified copy from such records, shall be *prima facie* evidence in all courts and places of the organization of such corporation. The register of deeds shall receive for his services the same fees as for recording deeds, which fees shall be paid at the time when such copy is delivered for record.

Shall be signed verified and recorded.

SECTION 4. Any corporation organized under the provisions of this act may, at any time by a vote of at least one-half of its members, alter or amend the articles of

May alter and amend articles.

association adopted and recorded as prescribed in sections two and three of this act: *provided*, that the process of making such alteration or amendments shall be conducted in a manner prescribed by the articles of association, if such process is prescribed therein; and such amendments shall be in writing, verified and recorded in the same manner as prescribed in section three of this act, and shall not change substantially the original purposes of the corporation.

May dissolve corporation.

SECTION 5. Any corporation organized under the provisions of this act may dissolve by a vote of at least one-half of the members of such corporation: *provided*, that the process of dissolution shall be conducted in a manner prescribed in the articles of association of said corporation, if said process be described therein.

Shall be signed, verified and recorded.

A resolution setting forth the fact of such dissolution, and also a statement setting forth the number of members of such corporation, the number of members voting for dissolution, and the date on which such dissolution was adopted, shall be signed by the proper officers, and shall be verified and recorded, as prescribed for the verifying and recording of the articles of association by section three of this act, and after such resolution has been adopted, signed, verified and recorded, said corporation shall have ceased to exist, except for the purposes hereinafter specified.

Officers to be legal administrators, and how settle affairs.

SECTION 6. In case of dissolution of any corporation, as prescribed by section five of this act, the officers at the time being, shall continue to act as such, and shall be deemed the legal administrators of such corporation, for the purpose of selling or disposing of any and all property, real or personal, which may be owned by such corporation, and out of the proceeds of such sale or disposal of such property, the said officers shall first pay all indebtedness of such corporation, together with the costs of such administration, and shall divide the residue, if any, among the persons being members of such corporation at the time when the resolution of dissolution, as prescribed in section five of this act, was adopted, and after fully administering such property, such officers shall cease to act as such.

Mutual support—to whom apply.

SECTION 7. Mutual support in case of sickness, death or distress, shall only apply in any corporation organized under this act to *bona fide* members of such corporation, and no agents or solicitors shall be em-

ployed, nor commission or other compensations paid for procuring members of such corporation.

SECTION 8. Any corporation organized under this act, shall have power, if such purposes shall be so declared in its articles of association, to establish and maintain a hospital or other institution for the education and maintenance of orphan children, and for the care and relief of sick or infirm persons, and as a temporary refuge for homeless persons, or for any or all of these or such other charitable purposes as such corporation may from time to time undertake to carry into execution, and said corporation shall have power to erect and construct upon any real estate, owned, leased or otherwise lawfully held or possessed by them, such buildings and improvements as the corporation may deem necessary or proper for such hospital or other institution, or for any of the objects or purposes mentioned or contemplated in this act.

May establish hospitals and other institutions.

SECTION 9. Whenever any corporation shall be created under this act for the benefit of any church or religious denomination, or as a part of the work of any church or society of Christians, or whenever any such corporation shall be in any manner connected with a church or religious society, the corporation so created shall, if it so provide in its articles of association, be under the supervision and control of such church or denomination, and the officers or trustees of the corporation shall be communicants of such church or denomination.

Shall be under supervision of church.

SECTION 10. It shall be the duty of all corporations, organized under the provisions of this act, to keep a correct and complete record of all proceedings, and especially of the election of officers; but such record may be kept in any other than the English language, if so stated in the articles of association adopted, verified and recorded, as provided in sections two and three of this act.

Shall keep complete record.

SECTION 11. If in any case the election of officers of any corporation organized under the provisions of this act, should not be held on the day appointed by the articles of association of such corporation for such election, such corporation shall not be deemed dissolved thereby, but the former officers shall continue to act as such until their successors shall have been elected and qualified, and special elections may be called by the officers

Failure of election not to dissolve corporation.

of such corporation, by giving public notice for at least ten days, of the time and place, when and where, such election shall be held, in at least one newspaper printed in the county in which such corporation may be located: *provided, however*, that the articles of association of such corporation may prescribe a different mode of calling such election.

Limitation of business.

SECTION 12. Nothing in this act shall be construed to give to any corporation organized under this act, the right to carry on manufacturing, transportation, banking, insurance or mercantile business of any kind.

How property to be used.

SECTION 13. The property of any corporation organized under this act, shall be used only for the purposes prescribed by this act, or set forth in the articles of association of such corporation, adopted, verified and recorded, as prescribed in this act.

Repealed.

SECTION 14. Chapter one hundred and forty-seven of the general laws of 1860, chapter seventy-seven of the general laws of 1868, chapter one hundred and thirty of the general laws of 1863, and all other acts and parts of acts conflicting with the provisions of this act, are hereby repealed; but such repeal shall not be deemed to affect the existence, powers or liabilities of any company, association or society already organized under any of the acts hereby repealed, but such company, association or society, if it shall desire so to do, may re-organize under the provisions of this act, and shall thereupon succeed to and be in possession of and have control over all property heretofore owned by said organization and be subject to all its liabilities.

Effect of repeal.

SECTION 15. This act shall take effect and be in force from and after its passage and publication.

Approved March 25, 1872.