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187.19 Roman Catholic church. (1) Bishop may incorporate. The provisions of this chapter, except this section and [subch. II](#), 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 laypersons, 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 bylaws 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 bylaws; 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 bishop and vicar-general shall be and remain members of the corporation as long as they shall be and remain respectively bishop and vicar-general of the diocese; and the pastor shall be and remain a member of the corporation so long as the pastor shall be pastor of the congregation; and whenever either or all of them shall cease to be bishop, vicar-general or pastor as aforesaid their respective successors as bishop, vicar-general or pastor shall become their respective successors as members of the corporation, and in like manner they shall have perpetual succession. The bishop and vicar-general or either of them may be represented at any meeting of the congregation or at any meeting of the directors by proxy with like effect as if personally present. The 2 laypersons shall be and remain members of the corporation for the term of 2 years and until their successors, who in all cases shall be laypersons, are chosen or selected as provided by the bylaws. In case of a vacancy in the office of bishop of the 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 the diocese, shall be, while he is such administrator or appointee, a member of the corporation in the place and stead of the bishop of the diocese and have the same power and authority in the corporation as the bishop would have.

(4) Officers; bonds. The officers of the corporation shall be a president, vice president, treasurer and secretary. The bishop, a successor or administrator or other person 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, and the treasurer and secretary shall be selected or chosen from among the laypersons as provided by the bylaws. In all cases the treasurer shall be required to give bond to the corporation in the sum and with the sureties the directors require, conditioned that the treasurer will faithfully account for and pay over all moneys received as treasurer and otherwise faithfully discharge the duties of the office, which bond shall, before the treasurer enters upon such duties, be approved by the president, vice president and secretary by endorsement made thereon. Whenever the secretary or treasurer, after due notice, neglects or fails to attend the meetings of the directors or attend to the business of the corporation the office shall be declared vacant by the remaining directors and the vacancy be filled by them.

(5) Debts; sale of realty. The bishop or administrator, the vicar-general, pastor, treasurer and secretary shall be directors of the corporation. They may, by a majority vote, contract debts not exceeding in amount the sum of \$300. 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 the corporation, but the 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 the directors, but the remedies of the payee or mortgagee named therein shall be confined to the lands and property of the corporation. The real estate of the corporation shall not be sold, mortgaged, encumbered or disposed of in any manner without the vote and consent of all the directors.

(6) Bylaws. The directors, by unanimous vote, may adopt such bylaws, 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 bylaws may be altered or amended in the same manner as bylaws 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 with the department of financial institutions, 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 or record 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 record the articles of association or to file 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 corporation shall be a body corporate from and after the date of the signing of the articles provided that the corporation records the articles or files a copy thereof in the office of the register of deeds of the proper county within 3 months after April 10, 1901.

(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 with the department of financial institutions 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 with the department of financial institutions 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 dissolution 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.

History: 1979 c. [110](#); 1985 a. [332](#); 1989 a. [306](#); Stats. 1989 s. [187.19](#); 1993 a. [184](#), [301](#); 1995 a. [27](#), [260](#).

SUBCHAPTER II

LIABILITY AND INDEMNIFICATION; ROMAN CATHOLIC CHURCH

187.20 Indemnification by incorporated Roman Catholic church; definitions. In [ss. 187.20](#) to [187.28](#):

(1) "Director or officer" means any of the following:

(a) An individual who is serving as a president, vice president, treasurer or secretary of an incorporated Roman Catholic church under [s. 187.19 \(4\)](#) or as a director of an incorporated Roman Catholic church under [s. 187.19 \(5\)](#).

(b) An individual who, while a director or officer of an incorporated Roman Catholic church, is or was serving at the request of the incorporated Roman Catholic church as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employee or agent of a corporation, limited liability company, partnership, joint venture, trust or other enterprise.

(c) An individual who, while a director or officer of an incorporated Roman Catholic church, is or was serving an employee benefit plan because his or her duties to the incorporated Roman Catholic church also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan.

(d) Unless the context requires otherwise, the estate or personal representative of a director or officer of an incorporated Roman Catholic church.

(2) "Expenses" includes fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.

(3) "Incorporated Roman Catholic church" means a corporation organized under [s. 187.19](#).

(4) "Liability" includes the obligation to pay a judgment, settlement, forfeiture, or fine, including any excise tax assessed with respect to an employee benefit plan, plus costs, fees, and surcharges imposed under [ch. 814](#), and reasonable expenses.

(5) "Party" means a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(6) "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the incorporated Roman Catholic church or by any other person.

History: 1989 a. [306](#); 1993 a. [112](#); 2003 a. [139](#).

187.21 Indemnification of directors and officers.

(1) An incorporated Roman Catholic church shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the incorporated Roman Catholic church.

(2) (a) In cases not included under [sub. \(1\)](#), an incorporated Roman Catholic church may indemnify a director or officer against liability incurred by the director or

officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the incorporated Roman Catholic church, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the incorporated Roman Catholic church and the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with the incorporated Roman Catholic church or its members in connection with a matter in which the director or officer has a material conflict of interest.

2. A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

3. A transaction from which the director or officer derived an improper personal profit.

4. Willful misconduct.

(b) Determination of whether an incorporated Roman Catholic church will indemnify a director or officer under this subsection shall be made under [s. 187.22](#).

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not permitted under this subsection.

(3) A director or officer who seeks indemnification under this section shall make a written request to the incorporated Roman Catholic church.

(4) (a) The obligation of an incorporated Roman Catholic church to indemnify under [sub. \(1\)](#) and its authority to indemnify under [sub. \(2\)](#) may be limited by its articles of incorporation under [s. 187.24](#).

(b) A director or officer may not seek indemnification under this section if the director or officer has previously received indemnification or allowance of expenses from any person, including the incorporated Roman Catholic church, in connection with the same proceeding.

History: 1989 a. [306](#).

187.22 Determination of voluntary indemnification. Unless otherwise provided by the articles of incorporation or bylaws or by written agreement between the director or officer and the incorporated Roman Catholic church, the director or officer seeking indemnification under [s. 187.21 \(2\)](#) shall select one of the following means for determining whether the incorporated Roman Catholic church will indemnify the director or officer:

(1) By majority vote of a quorum of the board of directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the board of directors and consisting solely of 2 or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(2) By independent legal counsel selected by a quorum of the board of directors or its committee in the manner prescribed in [sub. \(1\)](#) or, if unable to obtain such a quorum or committee, by a majority vote of the full board of directors, including directors who are parties to the same or related proceedings.

(3) By an affirmative vote of members as provided in [ss. 181.0722](#) and [ss. 181.0723](#), if there are members having voting rights. Membership rights owned by, or voted under the control of, persons who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not be voted in making the determination.

(4) By any other method provided for in any additional right to indemnification permitted under [s. 187.25](#).

History: 1989 a. [306](#); 1997 a. [79](#).

187.23 Allowance of expenses as incurred. Upon written request by a director or officer who is a party to a proceeding, an incorporated Roman Catholic church may pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the incorporated Roman Catholic church with all of the following:

(1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the incorporated Roman Catholic church.

(2) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the incorporated Roman Catholic church, to pay reasonable interest on the allowance to the extent that indemnification is not required under [s. 187.21 \(1\)](#) and that it is ultimately determined under [s. 187.22](#) that the incorporated Roman Catholic church will not indemnify the director or officer under [s. 187.21 \(2\)](#). The undertaking under this subsection shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

History: 1989 a. [306](#).

187.24 Authority to limit indemnification.

(1) The obligation of an incorporated Roman Catholic church to indemnify under [s. 187.21 \(1\)](#) and its authority to indemnify under [s. 187.21 \(2\)](#) may be limited as follows:

(a) If the incorporated Roman Catholic church is incorporated on or after May 8, 1990, by the articles of incorporation, including any amendments or restatements of the articles of incorporation.

(b) If the incorporated Roman Catholic church was incorporated before May 8, 1990, by an amendment to, or restatement of, the articles of incorporation which becomes effective on or after May 8, 1990.

(2) A limitation under [sub. \(1\)](#) applies if the first alleged act of a director or officer for which indemnification is sought occurred while the limitation was in effect.

History: 1989 a. [306](#).

187.25 Additional rights to indemnification and allowance of expenses.

(1) Except as provided in [sub. \(2\)](#), [ss. 187.21](#) and [187.23](#) do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

(a) The articles of incorporation or bylaws.

(b) A written agreement between the director or officer and the incorporated Roman Catholic church.

(c) A resolution of the board of directors.

(d) A resolution, after notice, adopted by a majority vote of members who are entitled to vote.

(2) Regardless of the existence of an additional right under [sub. \(1\)](#), the incorporated Roman Catholic church may not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the incorporated Roman Catholic church that the director or officer did not breach or fail to perform a duty he or she owes to the incorporated Roman Catholic church which constitutes conduct under [s. 187.21 \(2\) \(a\) 1, 2, 3, or 4](#). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

(3) [Sections 187.20 to 187.28](#) do not affect the power of an incorporated Roman Catholic church to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

(a) As a witness in a proceeding to which he or she is not a party.

(b) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the incorporated Roman Catholic church.

History: 1989 a. [306](#).

187.26 Court-ordered indemnification.

(1) Except as provided otherwise by written agreement between the director or officer and the incorporated Roman Catholic church, a director or officer who has been successful on the merits or otherwise in the defense of a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. After receipt of an application, the court shall give any notice it considers necessary.

(2) The court shall order indemnification if it determines that the director or officer is entitled to indemnification under [s. 187.21 \(1\)](#). If the court also determines that the incorporated Roman Catholic church unreasonably refused the director's or officer's request for indemnification, the court shall order the incorporated Roman Catholic church to pay the director's or officer's reasonable expenses incurred to obtain the court-ordered indemnification.

History: 1989 a. [306](#).

187.27 Indemnification and allowance of expenses of employees and agents. An incorporated Roman Catholic church may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer to the extent provided by the articles of incorporation or bylaws, by general or specific action of the board of directors or by contract.

History: 1989 a. [306](#).

187.28 Insurance. An incorporated Roman Catholic church may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the incorporated Roman Catholic church against liability asserted against and incurred by the individual in his or her capacity as an employee, agent, director or officer, or arising from his or her status as an employee, agent, director or officer, regardless of whether the incorporated Roman Catholic church is required or authorized to indemnify or allow expenses to the individual against the same liability under [ss. 187.21, 187.23, 187.25 and 187.27](#).

History: 1989 a. [306](#).

187.30 Definitions applicable to liability-related provisions. In [ss. 187.30 to 187.33](#):

(1) "Director" means an individual who is serving as a director of an incorporated Roman Catholic church under [s. 187.19 \(5\)](#).

(2) "Incorporated Roman Catholic church" has the meaning given in [s. 187.20 \(3\)](#).

(3) "Officer" means an individual who is serving as a president, vice president, treasurer or secretary of an incorporated Roman Catholic church under [s. 187.19 \(4\)](#).

History: 1989 a. [306](#).

187.31 Reliance by directors or officers. Unless the director or officer knew or should have known that reliance was unwarranted, a director or officer, in discharging his or her duties to the incorporated Roman Catholic church, may rely on information, opinions, reports or statements, any of which may be written or oral, formal or informal, including financial statements and other financial data, if prepared or presented by any of the following:

(1) An officer or employee of the incorporated Roman Catholic church whom the director or officer believes in good faith to be reliable and competent in the matters presented.

(2) Legal counsel, certified public accountants licensed or certified under [ch. 442](#), or other professional persons or experts employed by the incorporated Roman Catholic church, as to matters the director or officer believes in good faith are within the person's professional or expert competence.

(3) In the case of reliance by a director, a committee of the board of directors of which the director is not a member if the director believes in good faith that the committee merits confidence.

History: 1989 a. [306](#); 2001 a. [16](#).

187.32 Limited liability of directors and officers.

(1) Except as provided in [sub. \(2\)](#), a director or officer is not liable to the incorporated Roman Catholic church, its members or creditors, or any person asserting rights on behalf of the incorporated Roman Catholic church, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with the incorporated Roman Catholic church or its members in connection with a matter in which the director or officer has a material conflict of interest.

(b) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(c) A transaction from which the director or officer derived an improper personal profit.

(d) Willful misconduct.

(2) (a) Except as provided in [par. \(b\)](#), this section does not apply to any of the following:

1. A civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency.

2. A proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute.

3. If the incorporated Roman Catholic church operates a cemetery, the liability of a director or officer arising from a breach of, or failure to perform, any duty relating to the receipt, handling, investment or other use of perpetual care funds, maintenance funds or other funds held in trust in connection with the operations of the cemetery.

(b) [Paragraph \(a\) 1.](#) and [2.](#) does not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

History: 1989 a. [306](#).

187.33 Limited liability of volunteers.

(1) **Definition.** In this section, "volunteer" means an individual, other than an employee of the incorporated Roman Catholic church, who provides services to or on behalf of the incorporated Roman Catholic church without compensation.

(2) **Immunity.** Except as provided in [sub. \(3\)](#), a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

(a) A violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(b) Willful misconduct.

(c) If the volunteer is a director or officer of the incorporated Roman Catholic church, an act or omission

within the scope of the volunteer's duties as a director or officer.

(e) An act or omission for which the volunteer received compensation or anything of substantial value in lieu of compensation.

(3) Exceptions.

(a) Except as provided in [par. \(b\)](#), this section does not apply to any of the following:

1. A civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency.

2. A proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute.

3. Claims arising from the negligent operation of an automobile, truck, train, airplane or other vehicle by a volunteer.

4. A proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration.

5. Proceedings based upon a cause of action for which the volunteer is immune from liability under [s. 146.31 \(2\)](#) and [\(3\)](#), [146.37](#), [895.475](#), [895.48](#), [895.4802](#), [895.4803](#), [895.482](#), [895.51](#), or [895.52](#).

(b) [Paragraph \(a\) 1.](#) and [2.](#) does not apply to a proceeding brought by or on behalf of a governmental unit, authority or agency in its capacity as a contractor.

187.33 - ANNOT.

History: 1989 a. [306](#); 1991 a. [318](#); 1993 a. [213](#); 2005 a. [155](#).