

**CONSENT RESOLUTION OF THE BOARD
OF DIRECTORS OF THE
THEINSVILLE BUSINESS ASSOCIATION**

WHEREAS, the Thiensville Business Association, Inc. (the "Association") was established as a non-stock corporation under Wisconsin Statutes § 181 upon the filing of Articles of Incorporation on May 7, 1986 with the Wisconsin Department of Financial Institutions; and

WHEREAS, it is believed that the Association's by-laws have been lost or were never enacted; and

WHEREAS, Wisconsin Statutes §181.0206(1) provides that the board of a corporation may adopt the corporation's initial by-laws; and

WHEREAS, Wisconsin Statutes §181.0206(2) provides that no by-laws adopted by the members shall be amended or repealed by the directors, unless the by-laws conferred such authority upon the directors; and

WHEREAS, Wisconsin Statutes §181.0207 provides for the enactment of Emergency by-laws by the Board of Directors if there is a catastrophic event which prevents a quorum of the corporation's directors; and

WHEREAS, the currently acting Board of Directors of the Association desires to replace any lost by-laws or enact initial by-laws, as the case may be; and

WHEREAS, if the Association had previously adopted by-laws, it is unknown if the Association's by-laws were adopted by the members or Directors. It is therefore unknown if new Association By-Laws may be adopted by the Directors or the Members; and

WHEREAS, the Board of Directors requires new by-laws to aid in the administration of the Association, including specific matters such as appointing a new Association President; and

WHEREAS, the annual meeting of the members takes place in the month of January;
and


WHEREAS, a vast majority of the business of the Association takes place between the months of June and December.

NOW THEREFORE: the Board of Directors of the Thiensville Business Association, Inc. hereby Resolves:

1. The By-Laws of the Thiensville Business Association, Inc. reviewed and discussed at a duly called meeting of the Board of Directors on June 10, 2019 (the "By-Laws") are hereby adopted in accordance with Section 3. of Article VIII. thereto.
2. The members shall vote on the adoption of the By-Laws at the next duly called annual meeting of the members.
3. If it is determined that the Association previously had enacted by-laws that were adopted by the members prior to adoption by the members of the By-Laws at a duly called annual meeting of the members, any action taken by the Association in reliance on the By-Laws shall be deemed to have been taken pursuant to Wisconsin Statutes §181.0207.

Resolution passed as adopted this 10th day of June, 2019.

THIENSVILLE BUSINESS ASSOCIATION, INC.:



Ronald Knaus, President



Nancy Egelhoff, Secretary