

# BOARD RESOLUTION

This is a customizable starting template, not a finished legal document. Replace every [BRACKETED] field with your specifics, delete or adapt any clause that does not fit your organization, and have a licensed attorney in the governing jurisdiction review it before you or anyone else signs. CyberSygn is not a law firm and this template is not legal advice.

These Resolutions of the Board of Directors (these "**Resolutions**") are adopted as of [MEETING DATE] (the "**Resolution Date**") by the Board of Directors (the "**Board**") of:

[ORGANIZATION LEGAL NAME], a [STATE] [ENTITY TYPE, e.g. nonprofit corporation] with its principal office at [ORGANIZATION ADDRESS] (the "**Organization**").

**Recitals.** The Board is the governing body of the Organization and is authorized under the Organization's [CERTIFICATE / ARTICLES] OF INCORPORATION and BYLAWS (together, the "**Governing Documents**") to manage the Organization's affairs and to adopt resolutions on its behalf. The Board met (or acted by written consent) and now records the following actions. These Resolutions are a formal record of decisions made by the Board and, once adopted, are binding on the Organization to the extent permitted by the Governing Documents and applicable law.

## 1. Meeting, Quorum, and Authority

1.1 **Manner of action.** These Resolutions were adopted at a [REGULAR / SPECIAL] meeting of the Board held on [MEETING DATE] at [TIME AND LOCATION OR VIDEOCONFERENCE PLATFORM], or [BY UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING], in accordance with the Governing Documents.

1.2 **Notice.** Notice of the meeting was given to all directors in the manner required by the Bylaws, or notice was waived by all directors entitled to it.

1.3 **Quorum.** A quorum of directors, being [NUMBER] of [TOTAL NUMBER] directors, was present in person or by permitted remote means throughout the meeting, and a quorum was maintained for each vote recorded below.

1.4 **Authority.** The Board has the authority under the Governing Documents and [STATE] law to adopt these Resolutions, and each action below is within the scope of that authority.

## 2. Resolutions Adopted

2.1 **Principal resolution.** RESOLVED, that [STATE THE PRINCIPAL ACTION, e.g. the Organization is authorized to enter into the agreement described in Section 3 / to open the bank account described in Section 4 / to elect the officers named in Section 5].

2.2 **Supporting resolution.** FURTHER RESOLVED, that [STATE ANY RELATED OR SUPPORTING ACTION, e.g. the terms presented to the Board and attached as Exhibit A are approved in substantially the form presented].

2.3 **Reservations.** FURTHER RESOLVED, that any action expressly reserved to the members or to a committee under the Governing Documents is not affected by these Resolutions and is reserved accordingly.

## 3. Authorized Transactions

**3.1 Approved transaction.** The Board approves the following transaction (the "Transaction"): **[DESCRIBE TRANSACTION — counterparty, subject matter, amount, and key terms]**.

**3.2 Scope.** The Authorized Signatories (defined below) may negotiate, execute, and deliver all documents, and take all actions, reasonably necessary to carry out the Transaction on terms consistent with these Resolutions, with any changes they approve as conclusively evidenced by their execution.

**3.3 Spending limit.** Unless otherwise stated, no Authorized Signatory may commit the Organization to expenditures exceeding **[AMOUNT]** in connection with the Transaction without further Board approval.

## 4. Banking and Financial Authority

**4.1 Accounts.** The Board authorizes the Organization to **[OPEN / MAINTAIN / CLOSE]** accounts at **[FINANCIAL INSTITUTION]** and to execute the institution's standard account documents.

**4.2 Signers.** The following individuals are authorized to sign checks, initiate transfers, and otherwise transact on the Organization's accounts: **[NAME, TITLE]; [NAME, TITLE]**. Transactions over **[AMOUNT]** require **[TWO]** authorized signatures.

**4.3 Limits.** This banking authority is subject to the Organization's financial-controls policy and may be modified or revoked by later Board action.

## 5. Authorized Signatories and Delegation

**5.1 Authorized Signatories.** The following officers are authorized to act for the Organization in connection with these Resolutions (each, an "Authorized Signatory"): **[NAME, TITLE]; [NAME, TITLE]**.

**5.2 Delegation.** An Authorized Signatory may delegate ministerial tasks in writing but may not delegate the authority to bind the Organization without further Board approval.

**5.3 Ratification.** All actions previously taken by the officers and agents of the Organization in furtherance of the matters described in these Resolutions are ratified, confirmed, and approved in all respects.

## 6. Effectiveness and Record of Vote

**6.1 Effective date.** These Resolutions are effective as of the Resolution Date unless a later effective date is stated for a particular action.

**6.2 Record of vote.** Each resolution above was adopted by a vote of **[NUMBER]** in favor, **[NUMBER]** opposed, and **[NUMBER]** abstaining, which constitutes the vote required by the Governing Documents.

**6.3 Conflicts and recusals.** Any director with a conflict of interest with respect to a matter disclosed the conflict and **[RECUSED FROM THE VOTE / DID NOT PARTICIPATE]** in accordance with the Organization's conflict-of-interest policy, as noted in the minutes.

## 7. Recordkeeping and Certification

**7.1 Minute book.** These Resolutions will be entered into the Organization's minute book and maintained with its permanent records.

**7.2 Reliance by third parties.** Third parties may rely on a copy of these Resolutions certified by the Secretary as a true and correct record, and on the authority of the Authorized Signatories, until they receive written notice of revocation.

7.3 **Certification.** The undersigned Secretary certifies that these Resolutions were duly adopted by the Board and have not been amended or rescinded as of the date of certification.

8. General Provisions

8.1 **Governing law.** These Resolutions are governed by the laws of the State of [STATE] and the Governing Documents, and any conflict between these Resolutions and the Governing Documents is resolved in favor of the Governing Documents and applicable law.

8.2 **Severability.** If any resolution above is found invalid, the remaining resolutions remain in full force and effect.

8.3 **Amendment and revocation.** These Resolutions may be amended or revoked only by subsequent action of the Board taken in accordance with the Governing Documents.

8.4 **Counterparts and electronic signature.** Any written consent or certification relating to these Resolutions may be signed in counterparts and by electronic signature, each of which is an original.

ADOPTED AND CERTIFIED as of the Resolution Date.

PRESIDING OFFICER / CHAIR

SECRETARY

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed name: [NAME]

Printed name: [NAME]

Title: [CHAIR / PRESIDENT]

Title: Secretary

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Directors voting in favor (optional record):

Director Name

Signature

Date

[NAME]

\_\_\_\_\_

\_\_\_\_\_

[NAME]

\_\_\_\_\_

\_\_\_\_\_

[NAME]

\_\_\_\_\_

\_\_\_\_\_

Template provided by CyberSygn. Not legal advice. CyberSygn is not a law firm. Consult a licensed attorney in your jurisdiction before relying on this document.