

Catalog of Board Resolutions

User Guide

This catalog contains template resolutions for the Board of Directors (the “Board”) of [_____] (“Client”). The template resolutions encompass a range of frequently occurring Client Board decisions. Please note, however, that this catalog does not contain a template resolution for every matter requiring Board approval.

The Table of Contents on the following page contains hyperlinks to Board resolutions, with instructions on where to include situation-specific information.

The “[General Matters](#)” resolution at the end of the catalog should be included with each set of resolutions submitted to the Board. This resolution grants authority to the officers of Client to carry out the actions contemplated by that set of resolutions, such as the authority to sign any documents, make filings and complete paperwork or pay fees. It may be tailored to specify certain officers or individuals.

This catalog also includes a [Secretary's Certificate](#) for use when a donor, government agency, or other party calls for a “certified resolution” as evidence of formal Board action.

Changes to Client’s Bylaws; Approval Requirements

Please note that many of the resolutions reference certain sections of Client’s Bylaws. When using the template resolutions, please double-check in the current bylaws that the Section or Article references have not been changed by a later amendment.

As a general rule, actions in which a director or directors may have a conflict of interest may be approved by a majority of the directors then in office, not counting the votes of any interested Board members. Client’s Conflict of Interest Policy outlines specific procedures related to such an approval process.

Client’s Bylaws also specify that certain events require approval by a majority of the directors then in office (rather than a majority of directors at a meeting at which a quorum is present). We have noted this “supermajority” requirement in footnotes where applicable. As a further resource, we have included a [chart](#) summarizing matters requiring Board approval at the end of this document. Please bear in mind that the chart does not cover special Board approvals that government agencies or regulators may require; we recommend checking for such requirements whenever Client enters agreements involving the government.

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Amending the Bylaws

WHEREAS, the Board deems it appropriate and in the best interest of Client to amend the Bylaws to [**describe desired change**];

NOW, THEREFORE, BE IT:

For addition of a new provision

RESOLVED, that pursuant to Section 11 of the Bylaws, the [**specified part of the text**] of [**insert Section reference**] shall be, and hereby is, amended in its entirety as follows:

[**Insert new Bylaw text here**]

For amendment of the Section title

RESOLVED FURTHER, that the title of [**insert Section reference**] shall be, and hereby is, amended in its entirety as follows:

[**Insert new Section title here**]

For deletion of all or part of a provision

RESOLVED FURTHER, that [**insert Section reference**] shall be, and hereby is, amended by deleting the [**specified part of the text**] of that Section.

For additions to a provision

RESOLVED FURTHER, that [**insert Section reference**] shall be, and hereby is, amended by adding to the [**specify location in existing provision**] the following language:

[**Insert additional Bylaw text here**]

RESOLVED FURTHER, that the appropriate officers of Client be, and hereby are, authorized and directed to file the Certificate of Amendment with the California Secretary of State;

RESOLVED FURTHER, that the Secretary of Client is authorized and directed to insert the Certificate of Amendment, as filed with the California Secretary of State, in Client's minute book, and to see that a copy of the Certificate of Amendment is kept at Client's principal office;

Amending the Articles of Incorporation¹

WHEREAS, the Board deems it appropriate and in the best interest of Client to amend its Articles of Incorporation to [***describe desired change here***];

NOW, THEREFORE, BE IT:

For addition of a new provision

RESOLVED, that the [***insert Section reference***] of [***insert Article reference***] shall be, and hereby is, amended in its entirety as follows:

[*Insert new Article text here*]

For amendment of the Article title

RESOLVED FURTHER, that the title of [***insert Article reference***] shall be, and hereby is, amended in its entirety as follows

[*Insert new Article title here*]

For amendment of Article text

RESOLVED FURTHER, that [***insert Article and/or Section reference***] shall be, and hereby is, amended by [adding] [***or***] [deleting] the words “[***insert text***” of that [Article] [***and/or***] [Section].

¹ Please note that an amendment to the Articles of Incorporation requires filing of the amendment with California’s Secretary of State.

Electing a Board Member

WHEREAS, Section 3.4 of the Bylaws provides for the election of directors for three-year terms and that the Board shall be divided into three classes; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to elect [*insert name*] to the Board;

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Section 3.4 of the Bylaws, the Board hereby elects [*insert name*] to the Board and appoints [*insert name*] to the class of directors whose term expires [*insert date*], whereby [*she/he*] will commence a three-year term of service beginning [*insert date*].

Electing Multiple Board Members

WHEREAS, Section 3.4 of the Bylaws provides for the election of directors for three-year terms and that the Board shall be divided into three classes; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to elect [*insert names*] to the Board;

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Section 3.4 of the Bylaws, the Board hereby elects the follow individuals to the Board and appoints each individual to the Class set forth opposite his or her name below, whereby each will commence a three-year term of service beginning on [*insert date*].

[*insert name*] term expiring on: [*insert date*]

[*insert name*] term expiring on: [*insert date*]

Filling a Vacant Board Seat²

WHEREAS, a vacancy on the Board exists because the actual number of directors is less than the currently authorized number; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to elect [*insert name*] to fill the vacancy on the Board;

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Section 3.8 of the Bylaws, the Board hereby elects [*insert name*] to the Board;

RESOLVED FURTHER, that the Board hereby appoints [*insert name*] to the class of directors whose term expires on [*insert date*] corresponding to the vacant Board seat, whereby she will commence service beginning [*insert date*] and continuing until the expiration of that class' term on [*insert date*].

² In the event that the number of directors in office is less than a quorum, please note that under Section 5224 of the California Corporations Code, a vacant director's seat may be filled by 1) the unanimous written consent of the directors then in office, 2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice, or 3) a sole remaining director.

Adding and Filling New Board Seats

WHEREAS, pursuant to Section 3.2 of the Bylaws, the Board may fix the authorized number of directors who shall constitute the Board; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to increase the authorized number of directors, and to elect [*insert names*] to fill such new Board seats;

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Section 3.2 of the Bylaws, the Board hereby fixes the authorized number of directors at [*insert number between 7 and 25 here*];³

RESOLVED FURTHER, that pursuant to Section 3.4 of the Bylaws, the Board hereby elects the follow individuals to the Board and appoints each individual to the Class set forth opposite his or her name below, whereby each will commence a three-year term of service beginning on [*insert date*].

[*insert name*] term expires on: [*insert date*]
[*insert name*] term expires on: [*insert date*]

³ Please note that Section 3.2 of the Bylaws specifies that the Board shall consist of 7 to 25 directors. The Board may fix the precise number of directors within this range. To go beyond this range (by adding more than 25 directors, or shrinking the Board to fewer than 7 directors), Client must first amend this provision of the Bylaws.

Removing a Director⁴

WHEREAS, as contemplated by Section 5222(a) of the California Corporations Code and Section 3.7 of the Bylaws, the Board may remove any director with or without cause; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to remove [*insert name*] from the Board of Client;

NOW, THEREFORE, BE IT:

RESOLVED, that [*insert name*] shall be, and hereby is, removed from the Board of Client effective as of [*insert date or if immediately: the date hereof*].

⁴ Please note that under Section 3.7 of the Bylaws, removing a director requires the approval of at least a majority of the directors then in office at a meeting at which a quorum is present.

Establishing a New Board Committee⁵

WHEREAS, the Board, as contemplated by Section 5212 of the California Corporations Code, desires to (i) establish a [*insert new Board Committee name*] as a Board Committee under Section 5.1 of the Bylaws, (ii) define the role, responsibilities, authority, membership, and operations of such committee; [and] (iii) appoint members of and a chair of such committee; and

WHEREAS, the Governance Advisory Committee has reviewed and recommends for Board approval a proposed charter for the [*insert new Board Committee name*], which charter has been presented to the Board at this meeting;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby establishes the [*insert new Board Committee name*] and approves its charter, in the form presented at this meeting;

RESOLVED FURTHER, that the Board hereby appoints the chair of, and members of, [*if applicable:* and designates Advisors to], the [*insert new Board Committee name*] as follows:

[*insert name*] (Chair)
[*insert names as needed*] (Members)
[*insert names as needed*] (Advisors)

⁵ Please note that under Section 5.1 of the Bylaws, appointments to Board Committees require the approval of at least a majority of the directors then in office at a meeting at which a quorum is present.

Establishing a New Advisory Committee

WHEREAS, the Board, as contemplated by Section 5212 of the California Corporations Code, desires to (i) establish a [*insert new Advisory Committee name*] as an Advisory Committee under Section 5.3 of the Bylaws, (ii) define the role, responsibilities, authority, membership, and operations of such committee; and (iii) appoint members of and a chair of the [*insert new Advisory Committee name*]; and

WHEREAS, the Governance Advisory Committee has reviewed and recommends for Board approval a proposed charter for the [*insert new Advisory Committee name*], which charter has been presented to the Board at this meeting;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby establishes the [*insert new Advisory Committee name*] and approves its charter, in the form presented at this meeting;

RESOLVED FURTHER, that the Board hereby appoints members of, and the chair of, the [*insert new Advisory Committee name*] as follows:

[*insert name*] (Chair)
[*insert names as needed*]

Appointing Members and Chairs to Established Board Committees⁶

WHEREAS, pursuant to Section 5.1 of the Bylaws, the Board may appoint chairs, members, and alternate members to Board Committees;

WHEREAS, the Board desires to appoint Board Committee chairs, members, and alternate members for the fiscal year ending June 30, [*insert fiscal year end*]; and

WHEREAS, the Governance Advisory Committee has recommended to the Board the appointees, as listed below;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby appoints Board Committee chairs, members and alternate members as follows:

Executive Committee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)
3. [*insert names as needed*] (Alternate Member)

Audit Committee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)
3. [*insert names as needed*] (Alternate Member)

⁶ Please note that under Section 5.1 of the Bylaws, appointments to Board Committees require the approval of at least a majority of the directors then in office at a meeting at which a quorum is present.

Appointing Members and Chairs to Established Advisory Committees and Subcommittees

WHEREAS, pursuant to Section 5.3 of the Bylaws, the Board may appoint members to Advisory Committees;

WHEREAS, the Board desires to appoint Advisory Committee chairs and members for the fiscal year ending June 30, [*insert fiscal year end*]; and

WHEREAS, the Governance Advisory Committee has recommended to the Board the appointees, as listed below;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby appoints Advisory Committee chairs and members as follows:

[] Advisory Subcommittee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

Programs Advisory Committee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

Finance Advisory Committee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

[] Advisory Subcommittee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

Fund Development Advisory Committee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

[] Advisory Committee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

Governance Advisory Committee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

[] Advisory Subcommittee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

Legal Advisory Subcommittee

1. [*insert name*] (Chair)
2. [*insert names as needed*] (Member)

Modifying a Committee Charter

WHEREAS, the Board deems it appropriate and in the best interest of Client to amend the charter of [*insert name of Committee*] to provide that [*specify desired change*]; and

WHEREAS, the Governance Advisory Committee has proposed a revised charter for such committee, and such charter has been presented to the Board at this meeting;

NOW, THEREFORE, BE IT:

RESOLVED, that the revised charter for the [*insert name of Committee*] is hereby approved in its entirety in the form presented to the Board at this meeting.

Modifying a Committee Status

WHEREAS, the Board deems it appropriate and in the best interest of Client for [*insert name of Committee*] to become a subcommittee of [*insert name of Committee*]; and

WHEREAS, the Governance Advisory Committee has proposed a revised charter for such subcommittee, and such charter has been presented to the Board at this meeting;

NOW, THEREFORE, BE IT:

RESOLVED, that the revised charter for the [*insert name of Subcommittee*] is hereby approved in its entirety in the form presented to the Board at this meeting.

Merging or Consolidating Committees⁷

WHEREAS, the Board deems it appropriate and in the best interest of Client to combine the [*insert name of Committee 1*] with [*insert name of Committee 2*]; and

WHEREAS, the Governance Advisory Committee has proposed a revised charter for such combined committee [*include if changing name of committee: to be titled [insert new committee name]*], and such charter has been presented to the Board at this meeting;

NOW, THEREFORE, BE IT:

RESOLVED, that the charter of [*insert Committee name*] be, and hereby is, amended in its entirety in the form presented to the Board at this meeting.

If combining same members into the new committee

RESOLVED FURTHER, that (i) all members of [*insert name of Committee 1*] be, and hereby are, appointed as members of [*insert name of Committee 2*], and (ii) [*insert name of Committee 1*] be, and hereby is, dissolved.

If electing a new slate of members:

RESOLVED FURTHER, that (i) [*insert name of Committee 1*] be, and hereby is, dissolved, and (ii) the Board hereby appoints members of, and the chair of, the [*insert Committee name*] as follows:

[*insert name*] (Chair)
[*insert names as needed*]

⁷ Please note that merging committees may involve adding new members to a Board Committee. If this is the case, please note that Section 5.1 of the Bylaws requires that appointments to Board Committees be approved by at least a majority of the directors then in office at a meeting at which a quorum is present.

Ratifying a Committee Decision

WHEREAS, the [*insert Committee name*] is a Board Committee established pursuant to Section 5.1 of the Bylaws;

WHEREAS, [*insert Committee name*] has, pursuant to its charter, [*insert description of relevant decision, e.g., developed a program, made a decision or made a recommendation*], and presented such [*program, decision or recommendation*] to the Board; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to accept such [*program, decision or recommendation*];

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby ratifies and approves such [*program, decision or recommendation*].

Dissolving a Committee

WHEREAS, the [*insert name of Committee*] is [*a Board Committee established pursuant to Section 5.1*] [*or*] [*an Advisory Committee established pursuant to Section 5.3*] and which committee serves at the pleasure of the Board;

WHEREAS, the Governance Advisory Committee has recommended that the Board dissolve such Committee; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to dissolve [*insert name of Committee*];

NOW, THEREFORE, BE IT:

RESOLVED, that [*insert name of Committee*] be, and hereby is, dissolved.

Appointing an Individual Officer (Other than ED or CFO)

WHEREAS, as contemplated by Section 5213 of the California Corporations Code and Section 6.2 of the Bylaws, the Board desires to appoint the [*insert officer title*] of Client; and

WHEREAS, the Board deems it appropriate and in the best interest of Client for [*insert name*] to serve as [*insert officer title*] for a term of one year, subject to the rights, if any, of such officer under any contract of employment, commencing on [*insert date*];

NOW, THEREFORE, BE IT:

RESOLVED, that the Board appoints [*insert name*] to the office of [*insert officer title*] for a term of one year, subject to the provisions of Section 6.2 of the Bylaws, commencing on [*insert date*].

Appointing an Executive Director or Chief Financial Officer

WHEREAS, as contemplated by Section 5213 of the California Corporations Code and Section 6.2 of the Bylaws, the Board desires to appoint the [**Executive Director/Chief Financial Officer**] of Client; and

WHEREAS, the Board deems it appropriate and in the best interest of Client for [**insert name**] to serve as [**Executive Director/Chief Financial Officer**] for as long as [**he or she**] is employed by Client in such role, commencing on [**insert date**];

NOW, THEREFORE, BE IT:

RESOLVED, that the Board appoints [**insert name**] to the office of [**Executive Director/Chief Financial Officer**] for as long as [**he or she**] is employer by Client as [**Executive Director/Chief Financial Officer**], subject to the provisions of Section 6.2 of the Bylaws, commencing on [**insert date**].

Appointing Multiple Officers

WHEREAS, as contemplated by Section 5213 of the California Corporations Code and Section 6.2 of the Bylaws, the Board desires to appoint [*insert officer titles, or if many, state "certain officers"*] of Client; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to appoint the individuals listed below to the offices set forth opposite their names;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board appoints the following individuals to the offices set forth opposite their names below:

[<i>insert name</i>]	[<i>insert officer title</i>]
[<i>insert name</i>]	[<i>insert officer title</i>]

RESOLVED FURTHER, that such officers shall each serve for a term of one year, subject to the rights, if any, of such officer under any contract of employment, commencing on [*insert date*].

Removing an Officer

WHEREAS, Section 6.4 of the Bylaws provides that the Board may remove any officer with or without cause; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to remove [*insert name*] from the office of [*insert officer title*];

NOW, THEREFORE, BE IT:

RESOLVED, that [*insert name*] shall be, and hereby is, removed from the office of [*insert officer title*] effective as of [*insert date or if immediately: the date hereof*].

Adding an Office

WHEREAS, Section 6.1 of the Bylaws provides that the Board may create other officers of Client to serve at the pleasure of the Board, subject to the rights, if any, of such officer under any contract of employment;

WHEREAS, the Board deems it appropriate and in the best interest of Client to establish the office of [***insert officer title***], empowered to carry out [***insert description of responsibilities***]; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to appoint [***insert name***] to hold the office of [***insert officer title***];

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Section 6.1 of the Bylaws, the Board hereby establishes the office of [***insert officer title***];

RESOLVED FURTHER, that the [***insert officer title***] shall be appointed for one-year terms and shall serve at the pleasure of the Board, subject to the rights, if any, of such officer under any contract of employment;

RESOLVED FURTHER, that the [***insert officer title***] shall be responsible for carrying out [***insert description of responsibilities***] with the authority to [***insert description of authority***] [***if applicable***], including, without limitation, the authority to enter into any contract or execute any agreement, pursuant to Section 9.4 of the Bylaws].

Eliminating an Office⁸

WHEREAS, the Board deems it appropriate and in the best interest of Client to amend the Bylaws to eliminate the office of [*insert officer title*] as an office of Client; and

WHEREAS, Section 11 of the Bylaws provides that the Bylaws may be amended or repealed and new bylaws may be adopted by approval of the Board;

NOW, THEREFORE, BE IT:

RESOLVED, that Section 6.1 of the Bylaws shall be, and hereby is, amended and restated in its entirety as follows:

Section 6.1 Officers. [*restate the language of Section 6.1 with no references to the office to be eliminated.*]

RESOLVED FURTHER, that [*insert Section reference related to specific office*] of the Bylaws shall be, and hereby is, deleted from the Bylaws in its entirety.

⁸ Please note that these resolutions contemplate that the office is specified in the Bylaws, rather than created by a separate Board resolution.

Granting Contract Authority

WHEREAS, Section 9.4 of the Bylaws provides that the Board may authorize any officer or agent of Client, in the name of and on behalf of Client, to enter into any contract or execute any instrument; and

WHEREAS, the Board deems it appropriate and the best interest of Client to make such an authorization to ***[insert description of who will be receiving authorization, e.g., specified members of Client’s management team]***;

NOW, THEREFORE, BE IT:

RESOLVED, that in accordance with Section 9.4 of the Bylaws, the Board hereby authorizes each of ***[insert officer titles as appropriate]*** to approve and, in the name of and on behalf of Client, enter into and execute contracts and instruments as follows:

<u>Contract</u>	<u>Authorized Signatory</u>
Grant agreements:	<i>[insert officer titles as appropriate]</i>
Purchase agreements, leases, contracting agreements, and other operating contracts representing a commitment by Client of less than \$[]:	<i>[insert officer titles as appropriate]</i>
Insurance policies in which Client and/or its agents are beneficiaries:	<i>[insert officer titles as appropriate]</i>
Loan agreements representing a commitment by Client of less than \$[]:	<i>[insert officer titles as appropriate]</i>
<i>[Insert other contract type]</i> :	<i>[insert officer titles as appropriate]</i>

RESOLVED FURTHER, that the Secretary and the other officers of Client be, and hereby are, authorized to certify to third parties as to the authority of the officers and agents named above to execute such contracts and instruments on behalf of Client.

Granting Signature Authority⁹

WHEREAS, Section 9.4 of the Bylaws provides that the Board may authorize any officer or agent of Client, in the name of and on behalf of Client, to sign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness; and

WHEREAS, the Board deems it appropriate and the best interest of Client to make such an authorization to ***[insert description of who will be receiving authorization, e.g., specified members of Client's management team]***;

NOW, THEREFORE, BE IT:

RESOLVED, that in accordance with Section 9.4 of the Bylaws, the Board hereby authorizes each of ***[insert officer titles as appropriate]*** to approve and, in the name of and on behalf of Client, enter into and execute contracts and instruments as follows:

<u>Contract</u>	<u>Authorized Signatory</u>
Checks in an amount less than \$[____]:	<i>[insert officer titles as appropriate]</i>
Promissory notes in an amount less than \$[____]:	<i>[insert officer titles as appropriate]</i>
<i>[Insert other document type]:</i>	<i>[insert officer titles as appropriate]</i>

RESOLVED FURTHER, that the Secretary and the other officers of Client be, and hereby are, authorized to certify to third parties as to the authority of the officers and agents named above to execute such contracts and instruments on behalf of Client.

⁹ Please note that Section 9.4 of the Bylaws permits each of the Chair, Executive Director, Chief Financial Officer, and Treasurer to sign documents for the payment of money and evidence of indebtedness. These resolutions contemplate the grant of authority to a different office than those to which Bylaws grant authority.

Approving Executive Compensation and Benefits¹⁰

WHEREAS, pursuant to Section 6.12 of the Bylaws, the Board has adopted a compensation review policy for the compensation packages of key officers and employees;

WHEREAS, in according with Client's Compensation Review Policy (the "Policy"), the Board at this meeting has reviewed the proposed compensation package for [*insert name*], the [*insert officer title*] of Client;

WHEREAS, the Board has considered comparable data demonstrating the fair market value of such compensation; and

WHEREAS, the Board has determined that the proposed compensation package, for the reasons and on the basis presented to this Board, is just and reasonable;

NOW, THEREFORE, BE IT:

RESOLVED, that in accordance with the Policy, the Board hereby approves the compensation package (including all benefits), on the basis presented to this Board, for [*insert name*];

RESOLVED FURTHER, that the Board hereby directs the Secretary of Client to note in the minutes of this meeting the key terms of [*insert name*]'s compensation package, together with appropriate documentation of the Board's decision.¹¹

¹⁰ Please note that Client's Compensation Review Policy provides that the Board (or a Board committee) will conduct such review when the executive director or chief financial officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies substantially to all employees of Client.

¹¹ The Board minutes will typically describe or include:

- The terms of the compensation and the date it was approved;
- The members of the Board who were present during the meeting and those members who voted;
- The comparability data obtained and relied upon and how the data were obtained; and
- Any actions taken with respect to consideration of the compensation by anyone who is otherwise a member of the Board but who had a conflict of interest with respect to the decision.

Adopting a New Governance Policy

WHEREAS, the Governance Advisory Committee has reviewed and recommended [*insert name of new governance policy*] for approval by the Board; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to adopt [*insert name of new governance policy*] which policy has been presented to the Board at this meeting;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board adopts the recommended [*insert name of new governance policy*] in the form presented to the Board at this meeting.

Revising a Governance Policy

WHEREAS, Client is currently subject to a [*insert name of governance policy*] previously approved by the Board;

WHEREAS, the Governance Advisory Committee has reviewed and recommended revisions to such policy for approval by the Board, which revised policy has been presented to the Board at this meeting; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to amend such policy;

NOW, THEREFORE, BE IT:

RESOLVED, that the [*insert name of governance policy*] be, shall be, and hereby is, amended in its entirety in the form presented at this meeting.

Selecting and Approving an Auditor¹²

WHEREAS, the Audit Committee has reviewed the qualifications of and recommends that Client retain the firm of [*insert name of XYZ firm*] (“[**XYZ**”) to audit the statement of financial position for Fiscal Year [*insert fiscal year*] and related statements of activities and cash flows of Client for Fiscal Year [*insert fiscal year*];

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby approves the engagement of [**XYZ**] and authorizes and directs the Audit Committee and the appropriate officers of Client, on behalf of Client, to enter into an engagement agreement with [**XYZ**] on substantially the terms presented to the Board at this meeting.

¹² Please also note that this resolution contemplates that the Audit Committee has reviewed and recommended the auditor per its delegated authority and consistent with prior Client practices and California Nonprofit Integrity Act requirements.

Approving an Audit¹³

WHEREAS, the Audit Committee has reviewed and accepted the Fiscal Year *[insert fiscal year]* Audit, including Fiscal Year *[insert fiscal year]* audited financial statements, completed by *[insert name of XYZ firm]*, and recommends that the Board accept the *[insert fiscal year]* Audit and approve such audited financial statements;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby accepts the Fiscal Year *[insert fiscal year]* Audit and approves the *[insert fiscal year]* audited financial statements, as presented to the Board at this meeting.

¹³ Please also note that this resolution contemplates that the Audit Committee has reviewed and recommended the approval of the audit per its delegated authority and consistent with prior Client practices and California Nonprofit Integrity Act requirements.

Approving Tax Returns / IRS Form 990¹⁴

WHEREAS, the [*insert appropriate recommending body/persons, such as the Executive Director and/or Chief Financial Officer*] presented proposed Form 990 and Form 199 tax returns (together, the “[*insert year*] Tax Returns”) to the Board at this meeting; and

WHEREAS, the Audit Committee has reviewed and recommends the approval of the [*insert year*] Tax Returns by the Board;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby approves the [*insert year*] Tax Returns in the form presented to the Board at this meeting, and hereby authorizes and directs the appropriate officers of Client to file such returns.

¹⁴ Please also note that this resolution contemplates that the Audit Committee has reviewed and recommended tax filings per its delegated authority and consistent with prior Client practices.

Grant of Requested Funds

WHEREAS, [*insert donor*] (“Donor”) has awarded a grant to Client under the [*insert name of grant program*], as provided in [*insert agreement name, e.g., Grant Agreement*], dated as of [*insert date*], between Donor and Client, all as described in the materials presented to the Board at this meeting;¹⁵

WHEREAS, [*insert grantee*] (“Grantee”) has submitted a request for funds, specifying the use to which funds will be put (the “Request for Funds”);

WHEREAS, [*insert appropriate body/person, e.g., management*] has recommended that Client enter into an arrangement with Grantee under which [*insert brief description of Grantee’s use of funds*], and that Client enter into a grant agreement with Grantee (the “Grant Agreement”), all as described in the materials presented to the Board at this meeting;

WHEREAS, Section 9.2 of the Bylaws provides that the Board shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by Client and may review requests for funds; and

WHEREAS, the Board has reviewed the Request for Funds and deems it appropriate and in the best interest of Client to approve such request, enter into the Grant Agreement, and authorize the payment of such funds to Grantee;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby approves the Request for Funds and authorizes the payment of such funds to Grantee;

RESOLVED FURTHER, that each of [*insert officer titles as appropriate*] of Client be, and hereby is, authorized and directed to execute and deliver, in the name and on behalf of Client, the Grant Agreement with such final terms and in such final form as such officers may approve, such execution and delivery to be conclusive evidence of the authority of such officers in so doing.¹⁶

¹⁵ Please note that this introduction should be conformed if there are additional parties to the agreement.

¹⁶ These last two clauses, “with such final...in so doing”, permits the stated officers to make minor changes to the agreement that may still be in negotiation; it can be removed if the agreement is presented to the Board in final form.

Selecting a Bank, Brokerage, or Other Financial Institution

WHEREAS, the Board deems it appropriate and in the best interest of Client to select and approve a [**bank, brokerage, or financial institution**];

NOW, THEREFORE, BE IT:

RESOLVED, that, pursuant to Section 9.3 of the Bylaws, the Board hereby approves the following firms as depositories of Client funds:

[Insert Name of Bank, Brokerage or Other Financial Institution Here]

RESOLVED FURTHER, that the signature of any officer of HHGSS on the form of certificate of resolutions customarily required by any such institution authorizing such arrangements shall constitute and be construed as the adoption of such resolutions by the Board, and that the Secretary of Client be, and hereby is, authorized to certify to such resolutions so signed by such officer of Client in such form as such institution may customarily require.

Change Location of Principal Office

WHEREAS, Section 10.1 of the Bylaws provides that the Board may designate the location of the principal office of Client for the transaction of business; and

WHEREAS, the Board deems it appropriate and in the best interest of Client to move its principal office from ***[insert current location]*** to ***[insert new location]***;

NOW, THEREFORE, BE IT:

RESOLVED, that, pursuant to Section 10.1 of the Bylaws, the Board hereby approves that the new principal office of Client for the transaction of business shall be ***[Insert location]***.

Designate Additional Offices

WHEREAS, Section 10.2 of the Bylaws provides that the Board may designate additional branch or subordinate offices of Client for the transaction of business; and

WHEREAS, the Board deems it appropriate and in the best interest of Client designate the following location[s] as **[an]** additional office[s];

[insert new location(s)]

NOW, THEREFORE, BE IT:

RESOLVED, that, pursuant to Section 10.2 of the Bylaws, the Board hereby approves that the designation of the additional offices of Client at the locations listed above.

General Matters¹⁷

RESOLVED, that each officer of Client is, in accordance with these resolutions, authorized and directed, in the name and on behalf of Client, (i) to prepare, execute, and deliver or cause to be prepared, executed, or delivered any and all certificates, agreements, instruments, reports, consents, documents, undertakings, and information with respect to the matters contemplated by the these resolutions, (ii) to make any filings under applicable laws, and (iii) to take or cause to be taken any and all other actions, and to incur all fees and expenses, that he or she deems necessary or advisable to comply with the applicable laws and regulations of any jurisdiction, or otherwise to effectuate and carry out the purposes of these resolutions and to permit the matters contemplated by such resolutions to be lawfully consummated;

RESOLVED FURTHER, that all actions previously taken by any officer, director, representative, or agent of Client, in the name or on behalf of Client, in connection with the matters contemplated by these resolutions be, and each of the same hereby is, adopted, ratified, confirmed, and approved in all respects as the act and deed of Client.

¹⁷ This is a general resolution authorizing the officers of Client to prepare paperwork or make filings necessary to carry out other resolutions. It can be tailored to authorize specific officers to perform these actions, or to approve retroactively actions that officers have already taken in furtherance of the resolutions. This general resolution is typically added at the end of each set of resolutions.

SECRETARY'S CERTIFICATE¹⁸
OF
[INSERT CLIENT NAME]
[Insert Date]

I, [*insert Secretary's name*], the duly elected and qualified Secretary of [_____], a California nonprofit public benefit corporation ("Client"), hereby certify that I am authorized to execute this Secretary's Certificate on behalf of Client and do hereby certify as follows:

Attached hereto as **Exhibit A** is a true and correct copy of the resolutions duly adopted by the Board of Directors of Client (the "Board") on [*insert date of resolution*], which resolutions set forth the authorization, approval and acceptance by Client of the terms and conditions of, entry into and performance by Client of [*insert agreement name, e.g., Grant Agreement*], dated as of [*insert date*], among [*insert parties to the agreement*]. Such resolutions have not been amended or modified, are in full force and effect in the form adopted and are the only resolutions adopted by the Board authorizing the execution and delivery of [*insert agreement name, e.g., Grant Agreement*].

IN WITNESS WHEREOF, I have hereunto executed this Certificate as of the date set forth above.

[insert Client name]

[insert Secretary's name]
Secretary

¹⁸ This is to be used for agreements that require certification of the resolutions that approve the agreements. Note that some agreements may require additional or more specific certifications.

Exhibit A
Resolutions of the Board of Director