

# Board Resolution Templates

Get 10 Business-Oriented Templates that Easy to Use

Board resolutions, also known as Directors' Resolutions, are records of the decisions the board of directors makes when they meet. The decision can cover anything relevant to the affairs of the organization — from budget approval to adopting a fiscal year.

Below you will find 10 board resolution templates applicable to different decisions:

1. for Approving Compensation for Board of Directors	3
2. for Approving Sale of Assets	4
3. for Appointing Officers	5
4. for Budget Approval	6
5. for Approving Sale of Shares	7
6. for Approving Loan of Funds	8
7. for Approving Negotiation	9
8. for Approving Acquisition of Business Assets	10
9. for Approving Grant of Options	11
10. for Adopting a Fiscal Year	12
A tool for creating and sharing board resolutions	13
Main advantages of the iDeals board portal	17

Additionally, there's information on modern tools and software that help boards make quality board resolutions and share them with the team.

# BOARD RESOLUTION OF [YOUR COMPANY NAME] APPROVING COMPENSATION FOR BOARD OF DIRECTORS

DULY PASSED ON [DATE]

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## APPROVAL OF COMPENSATION FOR BOARD OF DIRECTORS

WHEREAS, the Board of Directors ("Board") of [YOUR COMPANY NAME] has determined a need to delineate the specific categories of activities for which attendance fees are paid to members of the Board for the discharge of its board-related duties; and

WHEREAS, members of the Board of [YOUR COMPANY NAME] determined that attendance fees should be paid to members only for the specified categories of activities enumerated below; and

WHEREAS, members of the Board of [YOUR COMPANY NAME] determined that the maximum daily honoraria payable to members shall be set at 1/[NUMBER]th of the salary of [YOUR COMPANY NAME] President and shall adjust automatically upon adjustment of the President's salary; and

WHEREAS, members of the Board of [YOUR COMPANY NAME] determined that the current daily honoraria of [DOLLAR AMOUNT] shall remain unaltered.

RESOLVED, that effective [DATE] Board members may be paid for:

Attending Board and committee meetings, whether or not the member is a committee member;

Attending Board and committee meetings by telephone if this method of attendance is required due to the member's infirmity or for similar extenuating circumstances;

Attending meetings with [YOUR COMPANY NAME] management or staff;

Attending [YOUR COMPANY NAME] Board annual conferences, forums or such other special activities sponsored by the Board to engage grantee management and staff; and

Representing [YOUR COMPANY NAME] officially at other types of externally-sponsored events after obtaining prior written approval from the Chair or his designee to attend the event.

RESOLVED FURTHER, that the officers of [YOUR COMPANY NAME] are, and each acting alone is, hereby authorized and directed to take such further action as may be necessary, appropriate or advisable to implement this resolution and amendment and any such prior actions are hereby ratified.

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[DIRECTOR]

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[DIRECTOR]

# BOARD RESOLUTION OF [YOUR COMPANY NAME] AUTHORIZING SALE OF ASSETS

DULY PASSED ON [DATE]

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## SALE OF ASSETS

WHEREAS, there has been presented to and discussed at this meeting a proposed agreement of purchase and sale whereby all or substantially all of the property and assets of this corporation are to be sold, conveyed, and transferred to [BUYER NAME], a corporation organized under the laws of the [State/Province] of [STATE/PROVINCE], on the following general terms and conditions and for the following consideration:

[SET FORTH PRINCIPAL TERMS OF TRANSACTION AND AMOUNT OF CONSIDERATION]; and

WHEREAS, the board of directors of this corporation deems it to be for the best interests of this corporation and its stockholders that all or substantially all the property and assets of this corporation be sold, conveyed, and transferred to [BUYER NAME] as stated in the proposed agreement of purchase and sale, a true copy of which is to be inserted in the minute book of this corporation immediately following the minutes of this meeting;

NOW, THEREFORE, BE IT RESOLVED, that this corporation sell, convey, assign, set over, transfer, and deliver to [BUYER NAME], all or substantially all of the business, property, and assets of this corporation pursuant to the terms and provisions of, and for the consideration provided in, the agreement of purchase and sale that has been presented to and discussed at this meeting.

FURTHER RESOLVED, that the president and secretary of this corporation be, and they hereby are, authorized, empowered, and directed to execute and deliver, on behalf of this corporation, the contract of sale of all or substantially all the property and assets of this corporation and, on behalf of this corporation, to execute and deliver, on consummation of the sale, all such deeds, bills of sale, assignments, and other instruments of transfer, and do all other things, on behalf of this corporation, convenient or necessary to carry out the contract of sale and to execute any and all documents, on behalf of this corporation, to that end.

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[DIRECTOR]

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[DIRECTOR]

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[DIRECTOR]

# BOARD RESOLUTION OF [YOUR COMPANY NAME] APPOINTING OFFICERS

DULY PASSED ON [DATE]

**APPOINTMENT OF OFFICERS**

RESOLVED, that the following persons are elected to the office(s) indicated next to their names to serve until their successor(s) shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of this corporation, to take their respective office(s) immediately upon such appointment:

Office	Name
President and Chief Executive Officer	
Senior Vice President	
Vice President	
Secretary	
Chief Financial Officer	

RESOLVED FURTHER, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of this corporation.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named Company on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

\_\_\_\_\_  
[DIRECTOR]

\_\_\_\_\_  
[DIRECTOR]

# BOARD RESOLUTION OF [YOUR COMPANY NAME] APPROVING THE [20XX-XX] BUDGET

DULY PASSED ON [DATE]

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## APPROVAL OF BUDGET

WHEREAS, the [20XX-XX] budget of [YOUR COMPANY NAME] has been recommended for adoption by the President and Chief Financial Officer, be it, therefore:

RESOLVED, that the [20XX-XX] budget of the [YOUR COMPANY NAME] presented as a schedule A to this board resolution, is hereby approved and shall be allocated.

RESOLVED, that the officers of this corporation are, and each acting alone IS, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of this corporation.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named Company on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

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[DIRECTOR]

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[DIRECTOR]

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[DIRECTOR]

## BOARD RESOLUTION OF [YOUR COMPANY NAME] APPROVING THE SALE OF SHARES

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**RESOLVED:**

THAT the Corporation sell and transfer to [COMPANY NAME] the [NUMBER] Class [SPECIFY] Common

Shares in the authorized capital stock of [COMPANY NAME] held by the Corporation, the whole subject to and substantially upon the same terms and conditions contained in a draft share purchase agreement between the Corporation and, inter alia, [COMPANY NAME] submitted to and reviewed by the Board of Directors of the Corporation (the "Share Purchase Agreement");

THAT the Corporation be and it is hereby authorized to enter into the Share Purchase Agreement;

THAT any officer or director of the Corporation, acting alone, be and he is hereby authorized and directed for and on behalf of and in the name of the Corporation to execute and deliver the Share Purchase Agreement with such changes as he in his discretion may deem fit, his signature being conclusive proof of the execution of the Share Purchase Agreement by the Corporation, as well as to execute and deliver all such other deeds, documents, instruments in writing and to perform and do all such acts and things as he in his discretion may consider to be necessary, desirable or useful for the purpose of giving effect to this resolution.

**UNANIMOUS SHAREHOLDERS' AGREEMENT RESOLVED:**

1. THAT the Corporation be and it is hereby authorized to enter into a unanimous shareholders' agreement providing, inter alia, for the manner in which the affairs of [COMPANY NAME] shall be conducted, the whole subject to and substantially upon the same terms and conditions contained in a draft unanimous shareholders' agreement between the Corporation and [COMPANY NAME], [INDIVIDUALS NAME], and [COMPANY NAME] (the "Unanimous Shareholders' Agreement");
1. THAT any officer or director of the Corporation, acting alone, be and he is hereby authorized and directed for and on behalf of and in the name of the Corporation to execute and deliver the Unanimous Shareholders' Agreement with such changes as he in his discretion may deem fit, his signature being conclusive proof of the execution of the Unanimous Shareholders' Agreement by the Corporation, as well as to execute and deliver all such other deeds, documents, instruments in writing and to perform and do all such acts and things as he in his discretion may consider to be necessary, desirable or useful for the purpose of giving effect to this resolution.

IN WITNESS WHEREOF, each party to this agreement has caused it to be executed at [PLACE OF EXECUTION] on the date indicated above.

CORPORATION

SHAREHOLDER

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Print Name and Title

\_\_\_\_\_  
Print Name and Title

# BOARD RESOLUTION OF [YOUR COMPANY NAME] TO LOAN FUNDS

DULY PASSED ON [DATE]

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## LOAN OF FUNDS

WHEREAS, [BORROWER NAME] a [DESCRIBE RELATIONSHIP] of [YOUR COMPANY NAME], has requested of this Corporation an advance and loan in the amount of [AMOUNT], and

WHEREAS, [YOUR COMPANY NAME] has sufficient financial resources to make such a loan without causing prejudice to its growth or profitability, and that said loan is deemed reasonably secure and in the best interests of [YOUR COMPANY NAME], be it:

RESOLVED, that [BORROWER NAME] issue a loan to [NAME] in the amount of [AMOUNT], to be repaid within [NUMBER] months with the interest of [RATE]% on the unpaid balance and that the borrower executes to [YOUR COMPANY NAME] promissory notes evidencing said indebtedness.

RESOLVED, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing Resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of this corporation.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named Company on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

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[DIRECTOR]

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[DIRECTOR]

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[DIRECTOR]



# BOARD RESOLUTION APPROVING NEGOTIATION WITH [COMPANY NAME]

DULY PASSED ON [DATE]

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APPROVING NEGOTIATION WITH [COMPANY NAME]

BE IT RESOLVED:

THAT the officers of the Corporation be and they are hereby authorized to continue further negotiations with [COMPANY NAME] with a view to entering into [SPECIFY TYPE OF AGREEMENT] in substance similar to the Draft Documentation presented to the meeting, subject to approval by the Board of Directors of the definitive agreement between the Corporation and [COMPANY NAME], regarding [SPECIFY].

THAT the officers of the Corporation be and they are hereby authorized to conclude with [COMPANY NAME] or with any other company capable of entering into a similar agreement.

RESOLVED FURTHER, that the officers of [YOUR COMPANY NAME] are, and each acting alone is, hereby authorized and directed to take such further action as may be necessary, appropriate or advisable to implement this resolution and amendment and any such prior actions are hereby ratified; and

We, the undersigned, hereby certify that [YOUR COMPANY NAME] is comprised of [NUMBER] members, of whom [NUMBER], constituting a quorum, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR] and that the foregoing Resolution was duly adopted at the said meeting by the affirmative vote of [NUMBER] members and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

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[DIRECTOR]

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[DIRECTOR]

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[DIRECTOR]

# BOARD RESOLUTION OF [YOUR COMPANY NAME] APPROVING THE ACQUISITION OF BUSINESS ASSETS

DULY PASSED ON [DATE]

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## ACQUISITION OF BUSINESS ASSETS

WHEREAS, it is considered suitable for [YOUR COMPANY NAME] to acquire all or substantially all of the business assets of [BUSINESS NAME], be it:

RESOLVED, that [YOUR COMPANY NAME] executes an agreement to purchase the business assets of [BUSINESS NAME] in accordance with a purchase agreement annexed hereto, and be it:

RESOLVED, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates, as such officers, shall deem necessary or advisable, to carry out the purposes and intent of the foregoing Resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of this corporation.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named Company on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

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[DIRECTOR]

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[DIRECTOR]

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[DIRECTOR]

# BOARD RESOLUTION OF [YOUR COMPANY NAME] APPROVING GRANT OF STOCK OPTIONS

DULY PASSED ON [DATE]

**GRANT OF STOCK OPTIONS**

WHEREAS, the Board of Directors of [YOUR COMPANY NAME] has determined that it is in this company's best interest to grant incentive stock options and nonqualified stock options to certain key employees and directors of [YOUR COMPANY NAME] under the company's Stock Option Plan (the "Plan").

RESOLVED, that the Board of Directors hereby determines that the fair market value of this company's Common Stock on the grant dates of each of the options set forth is [AMOUNT] per share.

RESOLVED FURTHER, that the option grants, vesting schedule, and other terms set forth below, and they hereby are, ratified and approved, and subject to such other provisions as are contained in the Plan and in this company's standard form Option Agreement [OR NONQUALIFIED STOCK OPTION AGREEMENT], as indicated.

Name of Optionee	Shares Subject to Option	Vesting Schedule

RESOLVED FURTHER, that the officers of this company are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of this company.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named Company on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

Dated: [DATE]

\_\_\_\_\_  
[DIRECTOR]

\_\_\_\_\_  
[DIRECTOR]

# BOARD RESOLUTION OF [YOUR COMPANY NAME] TO ADOPT A FISCAL YEAR

DULY PASSED ON [DATE]

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## ADOPTION OF A FISCAL YEAR

WHEREAS, [YOUR COMPANY NAME] desires to adopt a Fiscal Year, be it:

RESOLVED, that [YOUR COMPANY NAME] adopt the fiscal year beginning [DATE] and ending [DATE].

RESOLVED, that the officers of [YOUR COMPANY NAME] are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of [YOUR COMPANY NAME].

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named [YOUR COMPANY NAME] on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the [YOUR COMPANY NAME] and the laws and by-laws governing the [YOUR COMPANY NAME] and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

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[DIRECTOR]

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[DIRECTOR]

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[DIRECTOR]

# A tool for creating and sharing board resolutions

The most effective tool not only for creating and sharing board resolutions but also for general board management is board portal software.

A board portal is a secure online space where boards can store and share confidential information, including resolutions, plus collaborate, conduct meetings, vote, and make decisions.

Here are the main tools available to board members 24/7.

Group of features	Description
<p>Features for creating and sharing board resolutions</p>	<ul style="list-style-type: none"> <li data-bbox="619 1122 1318 1211">▶ <b>Drag-n-drop</b> to upload a <a href="#">board resolution template</a> from a computer quickly</li> <li data-bbox="619 1256 1262 1346">▶ <b>Bulk upload</b> to transfer many files and documents simultaneously</li> <li data-bbox="619 1391 1425 1525">▶ <b>Secure storage</b> to store all resolutions and other board materials in one place without worrying about breaches or leakage</li> <li data-bbox="619 1570 1414 1704">▶ <b>Secure sharing</b> to distribute resolutions among other team members fast and be able to adjust permissions such as viewing, editing, or printing</li> <li data-bbox="619 1749 1422 1839">▶ <b>Automatic index numbering</b> to organize files making it faster and easier to locate a document</li> <li data-bbox="619 1883 1313 1973">▶ <b>Search</b> to find any file quickly by entering keywords or applying search filters</li> </ul>

Group of features	Description
Meeting management features	<ul style="list-style-type: none"> <li>▶ <b>Scheduling</b> to choose the date and time and assign participants</li> <li>▶ <b>Agenda builder</b> to choose a <a href="#">board meeting agenda template</a>, attach files, and share them with board members</li> <li>▶ <b>Minutes to choose</b> a <a href="#">board meeting minutes template</a>, and to generate and share them with the team</li> <li>▶ <b>Calendar and reminders</b> to notify board members of upcoming meetings</li> </ul>
Collaboration features	<ul style="list-style-type: none"> <li>▶ <b>Voting</b> to make decisions fast</li> <li>▶ <b>E-signature</b> to sign documents remotely and save time</li> <li>▶ <b>Task assignment</b> to create a task, set a deadline, and assign an expert</li> <li>▶ <b>Progress monitoring</b> to track performance</li> </ul>
Communication features	<ul style="list-style-type: none"> <li>▶ <b>Private or group chats</b> to communicate securely with board members in real-time</li> <li>▶ <b>Video conference</b> to conduct a <a href="#">virtual board meeting</a></li> </ul>

Group of features	Description
Reporting features	<ul style="list-style-type: none"> <li>▶ <b>User-activity tracking</b> to track what users do in the board portal</li> <li>▶ <b>Audit trails</b> to receive the board portal analytics</li> </ul>
Collaboration features	<ul style="list-style-type: none"> <li>▶ <b>Multi-factor authentication</b> to verify users and make sure only authorized individuals can access the portal</li> <li>▶ <b>Role-based permissions</b> to control which users can access board materials, including resolutions</li> <li>▶ <b>Multi-level encryption</b> to protect data against cyberattacks</li> </ul>

There are numerous benefits of using board management software for storing and sharing board resolutions. The major ones are:

1. **Accessibility.** Mobile apps and mobile user interfaces increase accessibility and allow board members to access and share resolutions anywhere and anytime.
2. **Strong security.** Numerous security features ensure confidential documents are protected from cybercriminals.
3. **User-friendliness.** An intuitive interface and easy navigation make the board portal extremely easy to use, even without prior training.
4. **Eco-friendliness.** Board portal users reduce their environmental footprint because they can conduct a [paperless board meeting](#) and save resources spent on printing paper documents.

If you want to take advantage of all those benefits, simplify storing and sharing of resolutions and other materials, and make board management more efficient, try a board portal.

According to the [board portal comparison](#), experts recommend the [iDeals board portal](#) as the number one board management software.

Want to learn more about iDeals Board or have a sales, support or billing request, follow the <https://www.idealsvdr.com/contacts/>



## Support

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