

# SPECIAL RESOLUTION OF THE BOARD OF DIRECTORS

Company Name: \_\_\_\_\_

File Number: \_\_\_\_\_

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## **WHEREAS:**

The Board of Directors of the Company, having convened in accordance with the Company's bylaws, hereby adopt the following special resolution pursuant to the authority granted under the laws of the United States and the Company's governing documents, to authorize the actions and transactions described herein.

## **RESOLVED THAT:**

### **1. Approval of Corporate Actions**

The Board hereby approves the entering into and execution of all agreements, contracts, and documents necessary or desirable for the conduct of the Company's business as described in this Resolution.

### **2. Authorization of Officers**

Any officer or officers of the Company are hereby authorized and directed to execute and deliver any and all documents and to take any and all actions necessary or advisable to carry out the purposes of this Resolution.

### **3. Ratification of Prior Acts**

All acts, transactions, agreements, and contracts heretofore taken or entered into by the officers or directors of the Company on behalf of the Company in furtherance of the foregoing resolutions are hereby ratified, confirmed, and approved in all respects.

### **4. Effective Date**

This Resolution shall be effective immediately upon its adoption by the Board of Directors and shall remain in full force and effect until amended or rescinded by further resolution of the Board.

### **5. Governing Law**

This Resolution shall be governed by and construed in accordance with the laws of the United States and the applicable state laws without regard to any conflict of laws principles.

### **6. Severability**

If any provision of this Resolution is found to be invalid or unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

### **7. Counterparts**

This Resolution may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

### **8. Certification**

The Secretary of the Company is hereby authorized to certify a copy of this Resolution as true and correct and to provide such certified copies to any party as necessary.

**BOARD CHAIRPERSON**

**SECRETARY**

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

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

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

This Special Resolution is executed pursuant to the laws of the United States and is intended to be legally binding and enforceable.

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