

**Form:****Board Resolution Approving Amendment of Bylaws****Description:**

This is a sample resolution to be adopted by the Board of Directors of a corporation, approving amendment of the corporate Bylaws. The specific amendment language (e.g., change in the authorized number of directors) will need to be added. Note that the shareholder approval may also be necessary for various Bylaw amendments. The form can be used with the Action by Written Unanimous Consent of the Board of Directors or the form of Minutes of the Meeting of the Board of Directors.

BOARD RESOLUTION APPROVING  
AMENDMENT OF BYLAWS

**AMENDMENT OF BYLAWS.**

RESOLVED FURTHER, that Section \_\_\_\_ of the Bylaws of this corporation is hereby amended to delete such Section in its entirety and to replace such Section with the following [, upon approval by the shareholders]: [insert exact text of new Section].

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 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 deed of this corporation.