

**Form:**

Board Resolution Approving an Employment Agreement

**Description:**

This is a sample resolution to be adopted by the Board of Directors of a corporation approving execution of an Employment Agreement with a senior level employee. 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 RESOLUTIONS APPROVING  
AN EMPLOYMENT AGREEMENT

**APPROVAL OF EMPLOYMENT AGREEMENT.**

RESOLVED, that the Board of Directors approves the terms of a proposed Employment Agreement between this corporation and \_\_\_\_\_.

RESOLVED FURTHER, that the President, Vice President or Chief Financial Officer of this corporation are, and each acting alone is, hereby authorized to execute and deliver on behalf of this corporation the Employment Agreement substantially in the form attached hereto as Exhibit A with such changes thereto as the person executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

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 deeds of this corporation.