

Form:

Board Resolution Regarding Annual Shareholders Meeting

Description:

Sample resolution to be approved by a board of directors establishing the date of the annual meeting of the shareholders and other related matters

**BOARD RESOLUTION REGARDING
ANNUAL SHAREHOLDERS MEETING**

ANNUAL SHAREHOLDERS MEETING.

WHEREAS, management proposes and recommends that the following resolutions be adopted respecting the holding of the Annual Meeting of Shareholders of this corporation, designation of proxies, inspector of election and record date.

NOW, THEREFORE BE IT RESOLVED, that the Annual Meeting of Shareholders of this corporation be and it hereby is called for _____, at [__:00 __.m.], local time at the offices of this corporation for the following purposes:

1. To elect _____ (__) directors of this corporation for the ensuing year.
- [2. To approve an amendment to the _____ Stock Option Plan to increase the number of shares reserved under the Plan from _____ to _____.]
- [3. To approve the [_____] Stock Option Plan.]
4. To ratify the appointment of [_____] to serve as this corporation's independent accountant(s) for fiscal _____.
- [5. Other actions.]
6. To transact such other business as may properly come before the meeting.

RESOLVED FURTHER, that the following persons be, and they hereby are designated as the nominees for election to the Board of Directors at the forthcoming Annual Meeting of Shareholders:

[list persons to be nominated]

RESOLVED FURTHER, that the close of business on _____ be, and it hereby is, fixed as the record date for determination of shareholders entitled to receive notice and to vote at the Annual Meeting of Shareholders.

RESOLVED FURTHER, that the officers of this corporation are, and each acting alone is, hereby authorized to solicit proxies from the shareholders to approve the matters as set forth in the Proxy Statement.

RESOLVED FURTHER, that _____ and _____ with full power of substitution be, and they hereby are, designated as proxies for the proxy to be solicited from the shareholders of this corporation.

RESOLVED FURTHER, that _____ is hereby designated as the Inspector of Election for the Annual Meeting of Shareholders, to perform the duties described by and in accordance with the corporations law of the State of _____.

RESOLVED FURTHER, that the Secretary of this corporation be, and hereby is, authorized and directed to execute and transmit to the shareholders of this corporation of record at the close of business on _____, the following:

1. Notice of Annual Meeting of Shareholders;
2. Proxy Statement for the Annual Meeting of Shareholders; and
3. Form of Proxy for the Annual Meeting of Shareholders.

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.