

**Form:**

Shareholder Resolution Appointing Director to Fill Vacancy

**Description:**

A sample shareholders resolution for appointing a new director to fill a vacant seat on the corporation's board of directors

**SHAREHOLDERS RESOLUTION  
APPOINTING DIRECTOR TO FILL VACANCY**

WHEREAS, pursuant to the applicable and the Bylaws of this corporation, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the Shareholders of this corporation pursuant to this Written Consent:

NOW, THEREFORE, BE IT RESOLVED that the undersigned Shareholders of this corporation hereby consent to, approve and adopt the following:

**APPOINTMENT OF DIRECTOR TO FILL VACANCY.**

WHEREAS, there is currently one vacancy on this Board of Directors.

NOW, THEREFORE, BE IT RESOLVED, that effective   [DATE]  ,  
\_\_\_\_\_ is hereby appointed and elected a Director of this corporation to fill the existing vacancy to serve until [his] [her] successor shall be duly elected, unless [he] [she] resigns, is removed, or is otherwise disqualified from serving as a director of this corporation.

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 execution of any and all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes 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.

This written consent shall be filed in the Minute Book of this corporation and become a part of the records of this corporation. This written consent may be signed by counterpart and by fax.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Number of Shares

\_\_\_\_\_  
Number of Shares

[Add signature lines as appropriate.]