**BOARD RESOLUTION OF [YOUR COMPANY NAME]**

**APPROVING AMENDMENTS OF BYLAWS**

**DULY PASSED ON [DATE]**

# AMENDMENT OF BYLAWS

WHEREAS, [NAME OF YOUR COMPANY] is a [TYPE] organisation whose Board and staff are accountable to the [DETAILS ON LAWS/REGULATIONS];

WHEREAS, [NAME OF YOUR COMPANY] was created through [STATE/PROVINCE] statute in [MONTH, YEAR] and [NAME OF YOUR COMPANY] bylaws were written in [MONTH, YEAR];

WHEREAS, subsequent [NATIONAL] and/or [STATE/PROVINCE] legislation has changed the responsibilities of the Directors;

WHEREAS, the bylaws have been rewritten to reflect those changes; and

WHEREAS, the [YOUR COMPANY NAME] Executive Committee reviewed the proposed changes and approved them; and

WHEREAS, a copy of the amendments of the Bylaws is attached hereto as Appendix A;

RESOLVED, that the Board of Directors accepts the amended bylaws.

RESOLVED FURTHER, that the officers of [YOUR COMPANY NAME] are, and each acting alone is, hereby authorised and directed to take such further action as may be necessary, appropriate or advisable to implement this resolution and amendment and any such prior actions are hereby ratified; and

We, the undersigned, hereby certify that [YOUR COMPANY NAME] is comprised [NUMBER] members, of whom [NUMBER], constituting *a quo*rum, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR], and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of [NUMBER] members, and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

[DIRECTOR]

[DIRECTOR]

[DIRECTOR]

**APPENDIX A**

**AMENDMENTS OF BYLAWS OF [YOUR COMPANY NAME]**