

Statement of Unanimous Written Consent to Action Taken in Lieu of the Annual Meeting of the Board of Directors

- 🔊 The “Statement of Unanimous Consent of the Board of Directors” is used to document/memorialize action taken by a Board of Directors in lieu of a formal meeting, or a series of meetings they perhaps should have been having all along but somehow never got around to it and now they need to look like they were on the ball...
- 🔊 Despite of the fact that a meeting is not taking place, some record needs to be made of any/all action being taken and that the Board of Directors is aware of it and have given their official approval. If I were on a board, I would want a list of everything that has actually happened during the time frame specified in the unlikely event there was some kind of lawsuit to be brought against the company and it appears that I approved some heinous act and now I’m being held responsible for it. Don’t laugh. Others; however, perhaps closer to the situation, may not be so paranoid or are perhaps more trusting. Nevertheless, this document handles a ton of house-keeping and can enable your company to move forward with financing, an acquisition, etc.
- 🔊 This document is to be completed, presented to each member of the Board for their signature, and then kept with the other important corporate documents
- 🔊 See also, “Director’s Consent 1st Meeting – it achieves a similar purpose but is intended to address the founding activities of a new corporation.



 Cover memo:

Date: **[Date]**

To: **[Director]**

From: **[Owner/Founder]**
[Company]

Subject: **Statement of Unanimous Consent of the Board of Directors**

Attached is a Statement of Unanimous Consent of the Board of Directors in order to bring our corporate paperwork up to date.

I believe that it covers everything we discussed.

Please read the agreement carefully.

We recommend that you also have it reviewed by your own qualified legal counsel.

Time is of the essence.



Please sign and return it to me asap.

Thank you very much!

From JIAN

NOTICE:

We wish we could provide an agreement that was tailored *exactly* to your business. While this is not always possible, we feel that we've come very close and that this document provides you with the head-start that you need to get your deal moving. Nevertheless, we must make this disclaimer:

- 🔊 **Do Not Use This Agreement 'As-Is.'**
- 🔊 **This Agreement Is Not Legal Advice.**
- 🔊 **Read it Thoroughly and Make All Appropriate Changes to Fit Your Requirements.**
- 🔊 **You Should Have this Agreement Reviewed and Approved by a Qualified Attorney at Law Before Using It.**
- 🔊 **JIAN Accepts No Liability for the Effectiveness of This Document For Your Purposes.**

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- Please visit our website under [Updates](#).
- Remember to bookmark our website: www.JIAN.com

Editing Your Sample Contract

Since this entire agreement is atted in Word, you can edit it like any other Word document. You can jump from variable to variable by clicking the above  green arrows (JIAN Menu) which will take you forward / backward and highlight the entire sample text identified within the “[]” brackets – simply edit / type-over with your information.

To make sure you have filled in all the variables, use Word's 'FIND' function to locate any “[]” which may contain an unedited variable.

- Click the  icon in the JIAN menu above to turn the expert comments on/off.
- Upon completion, delete any unnecessary blank lines that remain.
- You may format this document any way you like.
- Delete this page.

Statement of Unanimous Written Consent to Action Taken in Lieu of the Annual Meeting of the Board of Directors of... [Company Legal Name]

The undersigned, being all the Directors of [Company Legal Name], a [State] corporation (“[Company]”), in lieu of the annual meeting of the Directors, do hereby take the following actions in the name of and on behalf of the Company:

Board of Directors

RESOLVED, that the following persons be, and they hereby are, appointed as directors of the [Company], to hold office (unless sooner removed in the manner provide by law) until the next annual meeting of the Directors and until their successors are duly appointed and qualified:

- [Name of Director]
- Xxx
- Xxx
- Xxx
- xxx

RESOLVED, that all the acts, actions and things done for, in the name of, and on behalf of the [Company] by its officers and Directors since the last annual meeting of the corporation be, and they hereby are, in all respects, approved, ratified and confirmed.

Agreed, Accepted & Approved

IN WITNESS WHEREOF, the undersigned have executed this Consent as of [Date].



Director

Date

Director

Date

Director

Date

Director

Date

Director

Date

