



# The Corporate Records Handbook: Meetings, Minutes & Resolutions

*Anthony Mancuso Attorney*

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# **The Corporate Records Handbook: Meetings, Minutes & Resolutions**

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Written Consent to Action Without Meeting

*The Corporate Records Handbook* gives you the forms you need to keep required records, plus more than 75 additional resolutions -- both as tear-outs and on CD-ROM

## **Forms**

### **Notice and Minutes Forms**

Meeting Summary Sheet

Call of Meeting

Meeting Participant List

Notice of Meeting

Acknowledgment of Receipt of Notice of Meeting Proxy

Certification of Mailing

Minutes of the Annual Meeting of Shareholders

Minutes of Special Meeting of Shareholders

Minutes of Annual Meeting of Directors

Minutes of Special Meeting of Directors

Waiver of Notice of Meeting

Approval of Corporate Minutes by Directors or Shareholders

Cover Letter for Approval of Minutes of Paper Meeting

Written Consent to Action Without Meeting

### **Standard Corporate Business Resolutions**

Authorization of Treasurer to Open and Use Accounts

Authorization of Treasurer to Open and Use Specific Corporate Account(s)

Authorization of Corporate Account and Designation of Authorized Signers

Authorization of Rental of Safe Deposit Box

Adoption of Assumed Name

Board Approval of Proposed Contract

Approval of Lease

Purchase of Real Property

Authorization of Sale of Real Property

Delegation of Authority to Corporate Employee

Director Ratification of Employee's Acts

Board Ratification of Contract

Rescission of Authority of Employee

Shareholder Ratification of Decisions or Acts

Certification of Board or Shareholder Action

Affidavit of Corporate Decision Making

Acknowledgment

### **Corporate Tax Resolutions**

S Corporation Tax Election

S Corporation Shareholders' Agreement  
Accumulation of Corporate Earnings  
Qualification of Shares Under Internal Revenue Code Section 1244  
Approval of Independent Audit of Corporate Financial Records  
Approval of Corporate Tax Year  
Payment and Deduction of Organizational Expenses

**Resolutions to Amend Corporate Articles and Bylaws**

Approval of Amendment to Articles of Incorporation  
Approval of Restatement of Articles of Incorporation  
Amendment of Articles Form  
Approval of Amendment of Bylaws

**Corporate Hiring and Appointment Resolutions**

Approval of Hiring of Corporate Employee  
Approval of Bonuses and Salary Increases  
Shareholder Ratification of Employee Pay  
Approval of Independent Contractor Services  
Appointment of Corporate Officers  
Authorization of Payment for Attending Meetings  
Annual Director or Officer Stipend for Attendance at Meetings  
No Compensation for Attending Corporate Meetings  
Indemnification and Insurance for Directors and Officers

**Director Conflict-of-Interest Resolutions**

Board Approval of Transaction Benefiting a Director  
Directors' Written Consent to Transaction Benefiting a Director  
Shareholder Approval of Transaction Benefiting a Director  
Shareholder Written Consent to Transaction Involving a Director

**Resolutions for Loans to the Corporation**

Authorization of Loan at Specific Terms  
Authorization of Maximum Loan on General Terms  
Unlimited Authorization of Loans for Business Needs  
Authorization of Line of Credit  
Authorization of Line of Credit With Cap on Each Transaction  
Authorization of Loan Terms Secured by Corporate Property  
Resolution Approving Loan to Corporation  
Promissory Note: Installment Payments of Principal and Interest (Amortized Loan)  
Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) Secured by -Corporate Property  
Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) With Balloon Payment  
Promissory Note: Periodic Payments of Interest With Lump Sum Principal Payment  
Promissory Note: Lump Sum Payment of Principal and Interest at Specified Date  
Promissory Note: Lump Sum Payment of Principal and Interest on Demand by Noteholder  
Promissory Note: Variable Schedule of Payments of Principal and Interest

**Resolutions for Loans by the Corporation to Insiders**

Approval of Corporate Loan to Insider

Promissory Note: Installment Payments of Principal and Interest (Amortized Loan)  
Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) Secured by Property  
Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) With Balloon Payment  
Promissory Note: Periodic Payments of Interest With Lump Sum Principal Payment  
Promissory Note: Lump Sum Payment of Principal and Interest at Specified Date  
Promissory Note: Lump Sum Payment of Principal and Interest on Demand by Noteholder  
Promissory Note: Variable Schedule of Payments of Principal and Interest  
Release of Promissory Note

### **Employee Fringe Benefits and Business Expense Reimbursement Resolutions**

Authorization of Group Health, Accident, or Disability Insurance for Employees  
Adoption of Self-Insured Medical Reimbursement Plan  
Purchase of Group Term Life Insurance  
Authorization of Employee Death Benefit  
Agreement Regarding Death Benefits  
Purchase or Lease of Company Car  
Authorization of Payment of Standard Mileage Allowance to Employees  
Business Meal Expense Allotment for Employees  
On-Premises Meals and Lodging to Employees  
Authorization of Corporate Credit and Charge Cards for Employees  
Reimbursement of Actual Travel and Entertainment Expenses to Employees Under Accountable Reimbursement Plan  
Reimbursement of Actual Travel and Entertainment Expenses to Employees Under Nonaccountable Reimbursement Plan  
Authorization of Per Diem Travel Allowance for Employees  
Board Approval of Stock Bonus or Stock Option Plan

### **Corporate Retirement Plan Resolutions**

Board of Directors' Adoption of Retirement Plan  
Board of Directors' Adoption of Profit-Sharing Plan  
Shareholder Ratification of Retirement Plan

### **Stock Dividend Resolutions**

Declaration of Cash Dividend  
Authorization of Cash Dividend Payable in Installments  
Declaration of Year-End Dividend  
Declaration of Regular and Extra Dividend  
Declaration of Accumulated Dividend to Preferred Shareholders  
Authorization of Property Dividend to Shareholders

### **Stock Issuance Resolutions**

Approval of the Issuance of Shares  
Sale and Issuance of Shares for Property  
Sale and Issuance of Shares for Indebtedness Canceled  
Sale and Issuance of Shares for Services  
Sale and Issuance of Capital Stock for Assets and Liabilities of a Business  
Bill of Sale and Agreement  
Issuance of Shares in Exchange for Assignment of Trademark, Service Mark, Patent, or Copyright  
Assignment

Issuance of Shares in Return for Cash and Promissory Note

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