

## **Resolutions to be included in Board Minutes if adopted.**

### ***Bylaw Amendment***

WHEREAS this Board of Directors has determined that it is in the best interests of this corporation to amend its Bylaws;

NOW, THEREFORE, IT IS RESOLVED that the proposed amendment of the Bylaws of this corporation reviewed at this meeting is hereby approved in substantially the form presented, and the Secretary of this corporation is hereby directed to file a copy of such proposed amendment with the minutes of this meeting; and

RESOLVED FURTHER that the Secretary of this corporation is hereby directed to notify this corporation's tax preparer and provide a copy of the aforementioned amendments to him or her, to facilitate proper reporting of these changes to the Internal Revenue Service and Franchise Tax Board.

### ***Adoption of Policies***

WHEREAS the Board of Directors of this corporation has determined that it is in the best interests of this corporation to adopt written policies with respect to each of the following:

Conflicts of Interest,  
Document Retention,  
Expense Reimbursement,  
Joint Ventures,  
Acceptance of Non-Standard Gifts, and  
Whistleblowers; and

WHEREAS the Board of Directors of this corporation has reviewed and discussed the drafts of each of these policies, each as presented to the Board for review at this meeting (collectively, the "Draft Policies");

NOW, THEREFORE, IT IS RESOLVED that each of the Draft Policies is hereby adopted as the official policy of this corporation, with any changes that the Board agreed to at this meeting, to take effect immediately.

RESOLVED FURTHER that the Secretary of this corporation is hereby directed to file with the corporate records for this corporation a copy of this resolution and of each Draft Policy, noting any changes that the Board agreed to at this meeting.

RESOLVED FURTHER that the officers of this corporation are hereby authorized and directed to take such steps as they deem necessary, convenient, or appropriate to create finalized versions of the policies adopted in the resolutions above.

Election of Directors

WHEREAS the following directors have each indicated their desire and willingness to continue to serve as directors of this corporation;

[LIST CONTINUING DIRECTORS HERE]

AND WHEREAS each of the above-listed directors has agreed to abide by the Bylaws of this corporation, as amended, and specifically with regard to Section 3.5., regarding the financial contributions and other expectations elucidated therein,

NOW, THEREFORE, IT IS RESOLVED that pursuant to Article VII, Section 3, of this corporation's Bylaws, the above-listed directors are each hereby elected to serve as a director of this corporation for a term of two years or until a successor is duly elected and qualified.

*Omnibus Resolution*

FURTHER RESOLVED that the officers of this corporation are hereby authorized and directed to take such steps and execute and deliver such documents as the officers consider necessary, appropriate, or convenient to carry out the foregoing resolutions, and any actions heretofore taken by the officers to further the purposes of the foregoing resolutions prior to the date of this meeting are hereby ratified, approved, and confirmed.