

Nonprofit Governance and Management, Third Edition

APPENDIX 16

SAMPLE FORM OF ACTION BY UNANIMOUS WRITTEN CONSENT

Practical Advice Note: There is no universal format for an action by written consent, but many such documents follow the format and contain provisions similar to the sample below.

Action by Written Consent

[Name of Organization].

[Date]

Pursuant to the provisions of Section ___ of [Name of State Nonprofit Law] and consistent with the bylaws of [Name of Organization], we, the undersigned directors of [Name of Organization] adopt the following resolution in this action by written consent without a meeting:

[Insert Resolution]

This action by written consent may be executed in counterparts and each such counterpart shall be considered an original and all counterparts together shall be considered one document. The effective date of the above resolution is [_____, 20___, irrespective of the date of signing]¹ [the latest date on which this consent shall have been executed by any director].

[Signature of Director]

[Name of Director]

Dated: _____

[Signature of Director]

[Name of Director]

Dated: _____

[Signature of Director]

[Name of Director]

Dated: _____

[Signature of Director]

[Name of Director]

Dated: _____

[Signature of Director]

[Name of Director]

Dated: _____

[Signature of Director]

[Name of Director]

Dated: _____

¹ In most states actions taken by unanimous written consent may have retroactive effective dates—i.e., prior to the date by which all directors have signed. Such consents therefore operate similar to ratifications of prior actions.