

# **Nonprofit Governance and Management, Third Edition**

## **APPENDIX 20**

### **SAMPLE SECRETARY'S CERTIFICATE AND FORMATS FOR RESOLUTIONS**

*Practical Advice Note:* There is no universal form of Secretary's certificate. However, most such certificates would be similar in format and contain similar provisions to those indicated below.

#### **Document 1 Sample Secretary's Certificate**

##### Secretary's Certificate

I, \_\_\_\_\_, Secretary of [Insert name of organization], a [insert name of state] corporation, do hereby certify that the resolution [select: set forth above, set forth below or attached hereto as Exhibit A] is a true and accurate copy of a resolution adopted by the board of directors of [insert name of organization] [select: at a duly called meeting of the board on [insert date], or in a duly executed action by written consent without a meeting effective [insert date]].

I further certify that said resolution has not been rescinded, amended, or modified and is in full force and effect as of the date hereof.

In witness whereof, I have executed this certificate this \_\_\_\_\_ day of \_\_\_\_\_ [and affixed the organization's seal].

[Signature]  
[Name], Secretary  
[Name of Organization]

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## **APPENDIX 20 (CONT'D)**

### **RESOLUTION FORMATS**

There is no universal standard for when formal resolutions are required or for the format they should take. Resolutions are typically used in connection with approvals of large expenditures, real estate, brokerage and banking matters, major acquisitions and dispositions of assets, amendments to an organization's governing documents, or other substantial matters, and particularly in connection with any matter for which it is expected that a third party will want evidence of specific board approval.

#### **Resolution Format without "Whereas" clauses**

Resolution re Banking Authority

RESOLVED, that \_\_\_\_\_, the Executive Director of \_\_\_\_\_ (the "Organization"), together with \_\_\_\_\_, Director of Finance, are authorized on behalf of the Organization to open and maintain such bank accounts as they may deem advisable, and are:

(A) Authorized to [jointly] [individually] (i) sign, whether manually or by facsimile signature, in the name of this Organization, checks, drafts, or other written orders for the payment of money now or hereafter in said respective accounts; (ii) issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds now or hereafter on deposit in said respective accounts by wire, automated clearinghouse, or other electronic means of transfer, without any written order for the payment of money being issued with respect to such transfer, provided that telephonic or oral instructions are confirmed in writing; and

(B) Enter into such agreements with banks with respect to any noncredit banking services (including, without limitation, electronic services) as such individuals in their sole discretion deem advisable or in the best interests of this Corporation; and

RESOLVED, FURTHER, that any and all checks, drafts, notes, or other orders of every kind deposited or to be deposited for the accounts of this Organization with any banking depository of this Organization or for collection or otherwise, requiring endorsement in the name of this Organization, shall be sufficiently endorsed when there appears such name stamped or in written endorsement thereon, without any signature or countersignature affixed.

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### **Format which uses “Whereas” clauses**

Resolution re Purchase of Property Located at  
[Insert street address]

WHEREAS, \_\_\_\_\_(the Organization) requires additional facilities in which to conduct its operations, and

WHEREAS, the Board of Directors of the Organization has determined it is preferable for the Organization to own rather than rent such additional premises, and

WHEREAS, the Board of Directors has reviewed the information provided by management regarding a certain property recommended to be purchased and the Board has determined that such property is suitable for the Organization and that the terms and conditions proposed, including the purchase price, are reasonable and appropriate;

NOW THEREFORE,

BE IT RESOLVED that the Organization purchase the real estate commonly known as [insert name and/or street address] in the city of [insert city], county of [insert county], state of [insert state] for a purchase price not to exceed [insert price] and on the terms of the purchase agreement attached hereto; and

BE IT FURTHER RESOLVED that the Executive Officer and the Finance Officer of this Organization are authorized to sign said purchase agreement on behalf of this organization and any other documents or instruments required in connection with and to effectuate said purchase in accordance with the terms specified in the purchase agreement.

### **Format which does not use “Whereas” or “Resolved”**

Resolution re Election of Directors

The board of directors of \_\_\_\_\_authorizes and determines:

1. The number of directors constituting this board is set at 10.

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2. The following individuals are elected as directors of \_\_\_\_\_ until the next annual meeting of this organization or until their earlier resignation, retirement, or removal.

[List directors individually]