

# Proposed Resolutions

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## Amendment and Restatement of Bylaws

WHEREAS, the Board of Directors (the “Board”) deems it appropriate and in the best interest of Client to amend and restate Client’s Bylaws;

[WHEREAS, Section \_\_\_ of the Bylaws of Client requires that proposed amendments to the Bylaws be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption;]

[WHEREAS, Client provided a draft of proposed amended and restated bylaws to Board members at least one week prior to this meeting;]

[WHEREAS, Section \_\_\_ of the Bylaws provides that amendments be approved by the affirmative vote of a majority of the directors then in office at a meeting of the Board duly held;]

RESOLVED, that, as contemplated by Section [\_\_\_\_\_] of the Bylaws of Client, the Bylaws of Client be, and hereby are, amended and restated in their entirety, in the form presented to the Board at this meeting (the “Amended and Restated Bylaws”);

RESOLVED FURTHER, that, the Secretary of Client is authorized and directed to see that a copy of the Amended and Restated Bylaws is kept at the principal office of Client.

## Authorized Number of Directors

WHEREAS, the Board deems it appropriate and in the best interest of Client to fix the number of authorized directors;

RESOLVED, that, as contemplated by Section 3.2 of the Amended and Restated Bylaws, the authorized number of directors of Client shall be [\_\_\_], until such number is changed by the Board.

## Board Committee Establishment

WHEREAS, the Board desires to establish board committees under Section 5.1 of the Amended and Restated Bylaws;

RESOLVED, that, in accordance with Section 5.1 of the Amended and Restated Bylaws and Section 5212 of the California Nonprofit Public Benefit Corporation Law (the “Nonprofit Corporation Law”), the Board hereby establishes the following committees (the “Board Committees”);

[list committees]

## Board Committee Charters

WHEREAS, the Board desires to approve charters for its Board Committees;

RESOLVED, that, in accordance with Section 5.1 of the Amended and Restated Bylaws and Section 5212 of the Nonprofit Corporation Law, the Board hereby approves charters for the following Board Committees, in the forms presented at this meeting;

[list committees]

## Board Committee Appointments

WHEREAS, the Board desires to appoint members of and a chair for its Board Committees;

RESOLVED, that the Board hereby appoints members of, and chairs for, each Board Committee, as follows:

[list]

#### **Advisory Committee Establishment**

WHEREAS, the Board desires to establish advisory committees under Section 5.3 of the Amended and Restated Bylaws;

RESOLVED, that, in accordance with Section 5.3 of the Amended and Restated Bylaws and Section 5212 of the Nonprofit Corporation Law, the Board hereby establishes the following advisory committees (the "Advisory Committees");

[list committees]

#### **Advisory Committee Charters**

WHEREAS, the Board desires to approve charters for its Advisory Committees;

RESOLVED, that, in accordance with Section 5.3 of the Amended and Restated Bylaws and Section 5212 of the Nonprofit Corporation Law, the Board hereby approves charters for the following Advisory Committees, in the forms presented at this meeting;

[list committees]

#### **Advisory Committee Appointments**

WHEREAS, the Board desires to appoint members of and a chair for its Advisory Committees;

RESOLVED, that the Board hereby appoints members of, and chairs for, each Advisory Committee, as follows:

[list]

#### **Conflict of Interest Policy**

WHEREAS, the Board deems it appropriate and in the best interest of Client to [adopt a] [amend and restate Client's] conflict of interest policy;

RESOLVED, that Client adopts the [amended and restated] Conflict of Interest Policy in the form presented at this meeting.

#### **Whistleblower Policy**

WHEREAS, the Board deems it appropriate and in the best interest of Client to [adopt a] [amend and restate Client's] whistleblower policy;

RESOLVED, that Client adopts the [amended and restated] Whistleblower Policy in the form presented at this meeting.

#### **Records Retention Policy**

WHEREAS, the Board deems it appropriate and in the best interest of Client to [adopt a] [amend and restate Client's] records retention policy;

RESOLVED, that Client adopts the [amended and restated] Records Retention Policy in the form presented at this meeting.

**Compensation Review Policy**

WHEREAS, the Board deems it appropriate and in the best interest of Client to [adopt a] [amend and restate Client's] compensation review policy;

RESOLVED, that Client adopts the [amended and restated] Compensation Review Policy in the form presented at this meeting.

**Governance Overview**

WHEREAS, the Board deems it appropriate and in the best interest of Client to adopt a Governance Overview;

RESOLVED, that Client adopts the Governance Overview in the form presented at this meeting.

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