

BOARD RESOLUTION OF [COMPANY] AUTHORISING THE PRESIDENT TO RENEW EMPLOYMENT AGREEMENTS

DULY PASSED ON [DATE]

AUTHORISING THE PRESIDENT TO RENEW EMPLOYMENT AGREEMENTS

WHEREAS the Board of Directors ("Board") of [COMPANY] has adopted an employment-at-will policy for [COMPANY], and officers of [COMPANY] respond directly to the Board; and

WHEREAS the Board wishes to promote stability in the management of [COMPANY] and safety and security among employees by keeping the services of the current [POSITION] with regular appointments for the immediate future and avoiding unwanted and potentially disruptive departures of [COMPANY]'s [POSITION];

RESOLVED that the Board hereby authorises the President to negotiate and enter into renewals of the employment agreements that [COMPANY] has with [INDIVIDUAL] for terms extending through [DATE].

RESOLVED FURTHER, however, that such renewals shall not impair the Board's authority under [COMPANY] Act or [COMPANY]'s bylaws to appoint and remove officers, all of whom serve as officers at the pleasure of the Board.

RESOLVED FURTHER that the officers of [COMPANY] are, and each acting alone is, hereby authorised and directed to take such further action as may be essential,

appropriate or advisable to implement this resolution and amendment and any such prior actions are hereby ratified; and

We, the undersigned, hereby certify that [COMPANY] is comprised [NUMBER] members, of whom [NUMBER], constituting *a quorum*, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR], and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of [NUMBER] members, and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

[DIRECTOR]

[DIRECTOR]

[DIRECTOR]