

BOARD RESOLUTION OF [YOUR COMPANY NAME] THE ABSENCE OF THE EXECUTIVE DIRECTOR RESULTING IN THE EXERCISE OF EXECUTIVE AUTHORITY

DATE PASSED:

THE ABSENCE OF THE EXECUTIVE DIRECTOR RESULTING IN THE EXERCISE OF EXECUTIVE AUTHORITY

It is essential for [YOUR COMPANY NAME]'s daily operations to be controlled by a chief executive officer (CEO) who can direct and be accountable for the overall mission, investment programs, administrative policies, and daily activities of the organisation. Pursuant to the Bylaws of [YOUR COMPANY NAME], the Executive Director is appointed as CEO.

The CEO may be incapacitated or temporarily absent from office under circumstances that render him/her unavailable to perform assigned duties. It is essential to implement a line of executive authority to ensure that the accountability for [YOUR COMPANY NAME]'s mission and daily operations are not interrupted during the incapacity or temporary absence of the CEO from the office.

RESOLVED that the CEO or the Chief Financial Officer (CFO) of [YOUR COMPANY NAME] shall notify the Chair of the Board of Trustees immediately at any time the CEO, due to incapacity or temporary absence from office, is unable to perform his or her duties;

RESOLVED FURTHER "incapacity" means the occurrence of a mental or physical disability rendering the CEO incapable of performing duties assigned to the office of the CEO of [YOUR COMPANY NAME];

RESOLVED FURTHER during the incapacity of the CEO, the CFO is hereby appointed Acting CEO;

RESOLVED FURTHER the CEO may delegate his or her executive authority to the CFO to serve as Acting CEO during periods of official travel or authorised leave away from [YOUR COMPANY NAME]'s headquarters not exceeding thirty (30) days, if in the judgement of the CEO, the delegation would be in the best interests of [YOUR COMPANY NAME];

RESOLVED FURTHER during any period that the CFO is not available to assume the role of Acting CEO pursuant to the provisions of this Resolution, the [POSITION] shall serve as Acting CEO

RESOLVED FURTHER the Acting CEO shall operate only within existing Board of Trustees or Executive Director policies and procedures, except as otherwise specifically authorised by the Board of Trustees; and

RESOLVED FURTHER that the officers of [YOUR COMPANY NAME] 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 [YOUR COMPANY NAME] 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 abovementioned 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]