

CHAPTER 6.

**MODEL AGENDA AND MINUTES OF THE FIRST BOARD OF
DIRECTORS' MEETING**

[MODEL FORM]
AGENDA
FIRST BOARD OF DIRECTORS MEETING

The agenda for the first meeting of the board of directors of a new nonprofit corporation would usually include some or all of the following. **[Not all items listed may be applicable; some matters not listed may need to be added. For example, you might add provisions for obtaining liability insurance, including fidelity bonding and directors' and officers' insurance; selection of committees and their members, including an executive committee; designation of legal counsel and Certified Public Accountant for the organization; obtaining business licenses or similar permits when required; and regular meeting dates, times, and places for the board of directors. Consult your attorney.]**

- A. Notice of meeting or written waiver of notice (signed by all the directors) is filed with the minutes.
- B. Temporary Chairperson and Secretary of the meeting are selected.
- C. Report of filing of Articles of Incorporation is received and ordered into the record.
- D. Bylaws are adopted and dated.
- E. Corporate officers (Chairperson of the Board, Vice-Chairperson of the Board, President, Vice-President, Secretary and Treasurer) are elected and sworn in.
- F. A corporate seal is adopted.
- G. The Secretary is authorized to buy corporate record books and a corporate seal in the form adopted.
- H. Accounting year is selected and adopted.
- I. A principal office is designated.
- J. The Chairperson, President, or other appropriate officer is authorized to apply for an employer identification number. A bank is selected and the necessary bank account forms are signed to enable the Treasurer to open one or more corporate bank accounts. The Treasurer is authorized to pay incorporation expenses and other expenses, including fees and taxes, if any. Other officers are authorized to sign checks, corporate contracts, etc.

- K. Form for Membership Certificates (if applicable) is presented and adopted. If form is adopted, membership dues are established and membership certificates are issued.
- L. If the directors desire the corporation to be exempt from federal and state corporate income taxes, the corporation is authorized to apply for tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code.
- M. The Directors order the filing and recording of all reports and registration statements required by state statutes for new corporations, such as the Statement of Information.
- N. A registered agent for service of process is appointed.
- O. Approval of employment and lease agreements and the fixing of compensation, if any, for officers.
- P. Adjournment.

The following are model forms for waiver of notice and minutes of the first meeting of the board of directors of a newly incorporated nonprofit corporation. Once again, carefully review these forms with your attorney to determine what sections are applicable to your organization.

[MODEL FORM]

WAIVER OF NOTICE AND CONSENT TO THE HOLDING OF THE
FIRST MEETING OF DIRECTORS
OF

[Name of Corporation]

The following directors of the corporation named above hereby waive notice and consent to the holding of the first meeting of the board of directors of the corporation on _____ 20____ at _____, and consent to the transaction of any and all business at such meeting of the directors.

Director

Director

Director

[MODEL FORM]
MINUTES OF FIRST MEETING OF
BOARD OF DIRECTORS OF

[Name of Corporation]

The directors named in the Articles of Incorporation of the corporation named above [or the directors named by the Incorporator of the corporation named above], constituting the board of directors of this corporation, held their first meeting at the time, on the day and at the place set forth as follows:

Time: _____

Date: _____

Place: _____

The following directors, constituting a quorum of the full board, were present at the meeting:

The following directors were absent:

On the motion and by unanimous vote, the following persons were elected temporary chairperson and secretary for the first meeting:

Temporary Chairperson: _____

Temporary Secretary: _____

WAIVER

The chairperson announced that the meeting was held pursuant to written waiver of notice thereof and consent thereto signed by all of the directors of the corporation named as such

in the Articles of Incorporation [or named as such by the Incorporator]; such waiver and consent was presented to the meeting and on motion duly made, seconded, and unanimously carried was made a part of the records of the meeting.

ARTICLES FILED

The chairperson stated that the original Articles of Incorporation of the corporation had been filed in the office of the Secretary of State on _____, 20____. The chairperson presented to the meeting a certified copy of the Articles of Incorporation, showing the filing as stated, and the secretary was directed to insert the copy in the book of minutes of this corporation and to see that a copy of the Articles of Incorporation, similarly certified, is kept at the principal office for the transaction of business of this corporation.

BYLAWS

The matter of the adoption of bylaws for the regulation of the corporation was next considered. The secretary presented to the meeting a form of bylaws that was duly considered and discussed. On motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

WHEREAS, the directors of this corporation have not as yet adopted any bylaws for the corporation; and

WHEREAS, the best interests of the corporation will be served by the adoption of bylaws:

THEREFORE, BE IT RESOLVED, that the bylaws presented to this meeting and discussed are hereby adopted as the bylaws of this corporation.

RESOLVED FURTHER, that the secretary of this corporation is authorized and directed to execute a certificate of the adoption of these bylaws and to insert these bylaws as so certified in the book of minutes of this corporation and to see that a copy of the bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

ELECTION OF OFFICERS

The meeting proceeded to the election of a chairperson, a vice-chairperson, president, vice-president, a secretary, and a treasurer. The following were duly nominated and elected to the offices indicated before their names:

Chairperson: _____

Vice-Chairperson: _____

President: _____

Vice-President: _____

Treasurer: _____

Secretary: _____

Each officer so elected, being present, accepted his or her office, and thereafter the chairperson presided at the meeting as chairperson, and the secretary acted as secretary of the meeting.

CORPORATE SEAL

The secretary presented for the approval of the meeting a proposed seal of the corporation, consisting of two concentric circles with the name of the corporation in one circle and the words and figures, "INCORPORATED," the date of incorporation, and state of incorporation in the form and figures as follows:

[SEAL]

On the motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the corporate seal in the form, words, and figures presented to this meeting is hereby adopted as the seal of this corporation.

RESOLVED FURTHER, that the secretary establish all corporate record books necessary for the operation of the corporation.

ACCOUNTING YEAR

The chairperson suggested that the meeting consider the adoption of an accounting year. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this corporation adopt an accounting year as follows:

Date Accounting Year Begins: _____

Date Accounting Year Ends: _____

PRINCIPAL OFFICE LOCATION

After some discussion, the location of the principal office of the corporation for the transaction of the business of the corporation was fixed pursuant to the following resolution unanimously adopted, on motion duly made and seconded:

RESOLVED, that the City of _____, County of _____ is hereby designated and fixed as the city and county in which the principal office for the transaction of the business of this corporation shall be located, until changed by subsequent resolution of this board.

ESTABLISHMENT OF BANK ACCOUNT

The chairperson suggested that the directors consider the proposal of establishing a bank account. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the president is authorized and directed to execute and file all necessary applications for a corporate Employer Identification Number.

RESOLVED FURTHER, that the corporate bank account shall be opened at the [Bank of _____, Main Branch].

RESOLVED FURTHER, that all checks drawn on this bank account must be signed by the president and the treasurer.

INCORPORATION EXPENSES

In order to provide for the payment of the expenses of incorporation and organization of the corporation, on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the president or vice-president and the treasurer of this corporation be, and they hereby are, authorized and directed to pay the expense of the incorporation and organization of this corporation.

ISSUANCE OF MEMBERSHIPS; ESTABLISHMENT OF DUES

The chairperson next stated that s/he had been advised by legal counsel that the issuance and sale of memberships in the corporation would be exempt from the state and federal securities acts, and the chairperson reviewed the nature and limitations of such exemptions. Thereafter, the following resolutions were moved, seconded, and adopted:

RESOLVED, that the consideration for which memberships in this corporation will be issued is the sum of \$ _____, payable on initiation or acceptance as a member of the corporation; and

RESOLVED FURTHER, that the annual dues to the corporation are \$ _____, until changed by action of the board of directors; and

RESOLVED FURTHER, that the president and secretary are authorized to issue membership certificates to such persons who apply for membership, are found to be qualified by the membership committee, and who have tendered the payment of the membership fee and the first year's dues.

MEMBERSHIP CERTIFICATE

The secretary presented to the meeting a proposed form of membership certificate for use by the corporation. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the form of membership certificate presented to this board is hereby approved and adopted as the membership certificate of this corporation.

The secretary was instructed to insert a copy of the certificate in the book of minutes immediately following the minutes of this meeting.

AUTHORIZATION TO FILE WITH GOVERNMENTAL AGENCIES

1. Exemptions from Federal and State Taxes. **[Use only if your organization wants to obtain tax-exempt status.]** The chairperson explained that federal and state tax exemptions are available to certain nonprofit corporations. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the president consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and state tax codes and, if such are available, the president is authorized and directed to execute and file all necessary applications for exemptions from such tax with the appropriate state and federal tax authorities, and to pay necessary filing fees.

2. Statement of Information. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the president is authorized and directed to execute and file with the office of the Secretary of State the Statement of Information, setting forth the names and addresses of the corporation, its officers, directors, and registered agent for service of process.

3. Compliance with Local Solicitation Ordinances. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the president is directed to ascertain any and all legal requirements imposed on organizations soliciting funds for charitable purposes from the public in the City of _____ and the County of _____; and

RESOLVED FURTHER, that the president is authorized and directed to make all necessary filings and obtain all necessary permits authorizing and allowing this corporation to make public solicitations for contributions for charitable purposes in the jurisdiction named above.

CONTRACTS

I. Office Space Lease. The chairperson next presented to the board a copy of a contract for the lease of office space at _____, owned by _____. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the contract for lease of office space, a copy of which has been presented to the board of directors, be signed by the president of the corporation.

2. Employment Contract. The chairperson presented to the board a proposed employment contract between the corporation and _____, providing for the employment of _____ to serve as president of the corporation for a period of ___ years at an annual salary of \$_____. The following resolution was moved, seconded, and unanimously carried:

RESOLVED, that the corporation enter into an employment contract with _____ as president of the corporation at an annual compensation of \$_____, for a period of ___ years, in substantially the form submitted to this meeting, subject to such changes as may be approved by the chairperson or vice-chairperson, their signature on such contract constituting proof of their approval of such changes.

ADJOURNMENT

There being no further business, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Dated: _____

Secretary