CORPORATE GOVERNANCE SAMPLE

Action by Unanimous Consent of Voting Shareholders

A sample corporate resolution adopting a Statement of Faith and Religious Purpose into a company's Code of Regulations.

SAMPLE CORPORATE RESOLUTION

ACTION BY UNANIMOUS CONSENT

of the Voting Shareholders of

[INSERT COMPANY NAME], [INSERT ENTITY TYPE]

[INSERT DATE]

Pursuant to the authority contained in Section [INSERT STATE CODE SECTION] of the [INSERT STATE] [Revised/General] Code, the undersigned, being all of the voting Shareholders of [INSERT COMPANY NAME], [an/a] [INSERT STATE] [corporation/LLC/etc.], ("Corporation"), do hereby take and adopt the following action in writing, without a meeting:

WHEREAS, by Joint Action of Majority Shareholders and Directors, dated [INSERT PRIOR ACTION DATE], the majority shareholders and directors adopted a Statement of Faith and Religious Purpose policy.

WHEREAS FURTHER, the voting Shareholders wish to amend and restate the Code of Regulations of the Corporation to include such Statement of Faith and Religious Purpose (as new [ARTICLE/SECTION] [INSERT NUMBER]).

RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, effective the date hereof, the Code of Regulations of the Corporation shall be and is amended and restated to include the Statement of Faith and Religious Purpose (as set out in the Joint Action of the Majority Shareholder and Directors referenced above).

IN WITNESS WHEREOF, the undersigned, being all of the voting shareholders of the Corporation, have executed this Action by Unanimous Consent as of the date set forth above.

[Name], Voting Shareholder	[Name], Voting Shareholder

REFERENCE EXAMPLE

Completed Sample

The following shows how a completed Action by Unanimous Consent might appear, based on the original CEA reference document dated December 14, 2022.

ACTION BY UNANIMOUS CONSENT

of the Voting Shareholders of

CMC Group, Inc.

December 14, 2022

Pursuant to the authority contained in Section 1701.54 of the Ohio Revised Code, the undersigned, being all of the voting Shareholders of CMC Group, Inc., an Ohio corporation, ("Corporation"), do hereby take and adopt the following action in writing, without a meeting:

WHEREAS, by Joint Action of Majority Shareholders and Directors, dated March 1, 2021, the majority shareholders and directors adopted a Statement of Faith and Religious Purpose policy.

WHEREAS FURTHER, the voting Shareholders wish to amend and restate the Code of Regulations of the Corporation to include such Statement of Faith and Religious Purpose (as new ARTICLE XI).

> **NOW, THEREFORE, BE IT RESOLVED**, effective the date hereof, the Code of Regulations of the Corporation shall be and is amended and restated to include the Statement of Faith and Religious Purpose (as set out in the Joint Action of the Majority Shareholder and Directors referenced above).

Albert J. Caperna, Voting Shareholder

Kathleen T. Caperna, Voting Shareholder

HOW TO USE THIS DOCUMENT

Adopting a Statement of Faith into Your Corporate Documents

A Statement of Faith and Religious Purpose embedded in your corporate governance documents strengthens your religious liberty protections and demonstrates your organization's sincere religious character to courts and regulators.

1

Engage Legal Counsel

Work with an attorney familiar with your state's corporate law and religious liberty protections to draft or review your Statement of Faith and the adopting resolution.

2

Draft Your Statement of Faith

Your Statement of Faith should be specific to your organization's sincere religious beliefs and articulate how those beliefs inform your business operations and employment decisions.

3

Adopt by Shareholder Action

Use a resolution like this sample — tailored to your state's corporate statute — to formally amend your Code of Regulations or Operating Agreement to include the Statement of Faith.

4

Maintain in Corporate Records

Keep the signed resolution and updated Code of Regulations in your corporate minute book. These records support your religious liberty claims if ever challenged.

Questions? CEA Is Here to Help.

As a CEA member, you have access to expert HR guidance and legal resources. Visit the member portal or contact CEA for support.

cea-action.bywillo.ai