Unanimous Written Consent of the Board of Directors of

_____

The undersigned, being **all** of the directors of _____, a _____ nonprofit corporation (the "Corporation"), consent to the following action without a meeting, under [Maine: 13-B M.R.S. § 707] [Massachusetts: M.G.L. c. 156B § 59 as applied by c. 180 § 10C] [New Hampshire: Article _____ of the bylaws — confirm with counsel] and the Corporation's bylaws:

Resolution

RESOLVED, that _____;

FURTHER RESOLVED, that the _____ (officer) is authorized to sign documents and take the steps needed to carry out this resolution.

Background (one paragraph)

Why this cannot wait for the next meeting, and the documents each director reviewed: _____

Conflicts

- ☐ No director has a financial interest in this action.
- ☐ A director has an interest: _____. (If so, consider handling this at a meeting where the interested director can leave the discussion — see your COI policy.)

Effective date

Effective when the last director signs, unless a later date is stated here: _____

Signatures (every director must sign)

Director	Signature	Date

Number of directors in office: _____. Number signing: _____. (They must match.)

Secretary: file this consent with the minutes / records of directors' meetings, and report it at the next meeting.

State notes

- **Maine:** 13-B § 707: allowed unless your articles or bylaws say otherwise, if ALL directors (or all members of a committee) sign written consents setting out the action. File the consents with the minutes; they have the effect of a unanimous vote. Business corporations: 13-C § 822.
- **New Hampshire:** We did not find a general written-consent provision for directors in RSA chapter 292. Check whether your bylaws authorize it and ask counsel before relying on one. If in doubt, hold a

short phone meeting (if your bylaws allow) and minute the vote. Business corporations are different: RSA 293-A:8.21 allows unanimous written consent unless the articles or bylaws say otherwise.
- **Massachusetts:** c. 156B § 59, applied to c. 180 nonprofits by c. 180 § 10C: allowed unless your articles or bylaws say otherwise, if ALL directors consent in writing and the consents are filed with the records of directors' meetings. Treated as a vote at a meeting. § 59 does not itself give committees a written-consent route. Business corporations: c. 156D § 8.21 (electronic consents allowed).

Sources

- 13-B M.R.S. § 707 (unanimous action by directors without a meeting) — https://legislature.maine.gov/legis/statutes/13-B/title13-Bsec707.html
- M.G.L. c. 156B, § 59 (consent in lieu of directors' meeting; telephone meetings) — https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter156b/Section59
- M.G.L. c. 180, § 10C (applies listed c. 156B sections to c. 180 corporations) — https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter180/Section10C
- RSA chapter 292 table of contents (Voluntary Corporations and Associations) — https://www.gc.nh.gov/rsa/html/NHTOC/NHTOC-XXVII-292.htm
- 13-C M.R.S. § 822 (business corporation board action without meeting) — https://legislature.maine.gov/statutes/13-C/title13-Csec822.html
- RSA 293-A:8.21 (business corporation board action without meeting) — https://www.gc.nh.gov/rsa/html/XXVII/293-A/293-A-821.htm
- M.G.L. c. 156D § 8.21 (business corporation board action without meeting) — https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter156D/Section8.21

Practice template, not legal advice. Your articles, bylaws, policies and the statutes control — check with counsel or the state office before you rely on it.

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