

SAMPLE RESOLUTIONS

These resolutions are suggested examples only and should be adjusted according to the institutions's particular requirements. For further information, please contact your legal counsel or notify this office prior to the directors' or shareholders' meetings.

A. Excerpt from the Minutes of the Board of Directors Meeting (as a National Bank)

The Board next reviewed a proposal to convert the institution from a national bank to a state bank. It was moved by _____ and seconded by _____ and unanimously approved:

RESOLVED: That a special meeting of the stockholders be held on _____, 20____, to consider the unanimous recommendation of the board to convert the bank to a state bank, and change the name to _____.

B. Excerpt from the Minutes of the (Special) Meeting of the Shareholders (as a National Bank)

The Chairman stated that the next order of business was the consideration and voting upon the conversion of the bank to a state banking corporation, whereupon motion was duly made and seconded and all shareholders present in person and by proxy unanimously adopted the following resolution:

RESOLVED: That _____ be and is hereby designated to have authority to act on behalf of the _____ National Bank of _____, and its Board of Directors in all matters pertaining to the conversion of _____ National Bank of _____ to a state banking corporation.

Subsequently, upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

RESOLVED: That an organizational meeting of the new state banking corporation, (insert new name) _____, be held immediately after adjournment of this meeting for the purpose of adopting the Bylaws and Certificate of Incorporation and approving the name of the corporation.

C. Excerpt from the Minutes of the Shareholders' Organizational Meeting (New State Bank Name)

Pursuant to a resolution adopted by the shareholders of _____ National Bank of _____, at a meeting which _____% of the shareholders were present either in person or by proxy, the organizational meeting of (insert new name) _____ was duly convened and held on the _____ day of _____, 20_____.

Thereupon _____ called the meeting to order and upon motion duly made and seconded, _____ was unanimously elected temporary Chairman and so presided. _____, upon motion duly made and seconded, was unanimously elected temporary Secretary of the meeting and kept the minutes of these proceedings.

Thereupon, the Chairman presented the Certificate of Incorporation for approval and execution. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED: That the Certificate of Incorporation presented to this meeting, be and the same are hereby approved.

Thereupon, the Secretary presented to the meeting a form of Bylaws which he stated had been prepared by _____, attorneys duly authorized to practice law in the State of Oklahoma, which Bylaws were read aloud, and upon motion duly made and seconded, the following Resolution was unanimously adopted:

RESOLVED: That the Bylaws presented to this meeting be and the same are hereby approved and adopted as the Bylaws of this Bank and that a copy thereof be inserted in the minutes of this meeting.

Thereupon, upon motion duly made and seconded, the following persons were unanimously elected as Directors to serve until the annual meeting of shareholders and until their successors have been duly elected and have qualified: (List directors)

Name

Name

**D. Excerpt from the Minutes of the Board of Directors' Organizational Meeting
(New State Bank Name)**

Pursuant to the call and waiver of notice, the Directors' organizational meeting of (insert new name) _____ was duly convened and held at _____, at _____ (a.m./p.m.), on the _____ day of _____, 20____, with all of the Directors present.

Thereupon, upon motions duly made and seconded, _____ was unanimously elected temporary Chairman and _____ was unanimously elected temporary Secretary of the meeting. The Secretary then presented the call and waiver of notice pursuant to which the meeting was held, duly signed by all the members of the Board of Directors. This original notice was ordered by the Chairman to be inserted in the minute book of the corporation immediately preceding the minutes of this meeting.

Thereupon, a quorum being present, it was announced that nominations were in order for officers of the corporation and, upon separate nominations duly made and seconded, the following persons were unanimously elected to the offices set opposite their names to serve as such officers until the next annual meeting of the Board of Directors and until their successors are elected and have qualified, to-wit: (List officers)

Name

Office