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| **Sample Board Resolution** |
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A meeting of the Board of [Directors, Managers, Governors – insert appropriate name] of [name of institution] herein referred to as "Institution," was held on the [day] of [month], [year], in accordance with the Institution's [bylaws, member contract agreement, operating agreement]. The [Directors, Managers, Governors] approve the [insert descriptive title of what the Board is approving via this resolution] for the benefit of the Institution’s employees.

The following resolutions were offered, seconded and unanimously adopted:

["Note: The following shows sample text for the initial establishment of the plan. Adjust as needed if using this specimen to document other plan actions (e.g., a plan amendment).]

BE IT RESOLVED that the Institution adopted the [plan name] (“Plan”) to cover the Institution's employees to be effective [date]. Employees may commence elective deferrals into the Plan on or about [date]. [Insert this sentence only if deferral feature was adopted in the Plan.]

BE IT FURTHER RESOLVED, that the officers of the Institution be authorized and directed to execute any and all documents, and do any and all acts which may be necessary in connection with the adoption, maintenance and ongoing funding of the Plan.

BE IT FURTHER RESOLVED, that the officers of the Institution, be authorized and directed to retain any service providers they believe necessary or desirable in connection with the Plan.

**CERTIFICATION**

I, the undersigned, [Insert title] of the Institution do certify that the foregoing is a true, exact, and correct copy of a resolution adopted at lawfully held meeting of the Board of [Directors, Managers, Governors] on the [day] of [month], [year].

This is a sample Board Resolution that has been created to facilitate the management of your fiduciary and compliance responsibilities. It is not intended to provide legal or tax advice, as TIAA does not and cannot provide such advice. We strongly encourage you to consult with your legal counsel or advisor and have them review your policies and any other governing documents to determine if this specimen will comply with your governance and meeting procedures.