

SAMPLE – FOR INFORMATIONAL PURPOSES ONLY.

Organizations are cautioned to carefully review loan criteria prior to application to ensure compliance with applicable federal or state laws.

CERTIFICATE OF VOTE

[501(c)(3) Organization Name]

Whereas, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted on March 27, 2020 for purposes including the support of 501(c)(3) tax-exempt public charities; and Title I of the CARES Act – "Keeping American Workers Paid and Employed Act" – contains the Paycheck Protection Program that provides emergency, government-backed loans for eligible 501(c)(3) organizations for the purpose of funding payroll and related expenses through mid to late June 2020; and

Whereas, **[501(c)(3) Organization Name]**, a 501(c)(3) tax-exempt public charity, has been adversely impacted by the coronavirus; now therefore

I, _____, Secretary/Clerk of **[501(c)(3) Organization Name]** (hereafter the "Organization") certify that:

At a meeting of the Board of Directors of the Organization, duly called and held on _____, 2020, a quorum being present, upon motions made and seconded and after due deliberation;

The following Resolutions were Adopted:

RESOLVED

I. Authorization of Paycheck Protection Program Loan Application:

To (1) authorize preparation of a Paycheck Protection Program loan application and (2) delegate authority to approve submission of a loan application for up to the maximum amount permitted under the Paycheck Protection Program to **[insert authorized committee or individuals]**; and (2) to authorize the Executive Director, President, Treasurer, and/or Secretary/Clerk, individually or together as required, to execute all certifications, applications and any other associated documents in final form, and to take all other actions and do any and all things necessary to effect this vote.

II. Certifications for the Paycheck Protection Loan Program:

After having performed a good faith review of certifications required for submission of a Paycheck Protection Program loan application, the Board resolves to affirm each certification in the form attached hereto.

III. Authorization and Delegation of Authority to Approve Additional Federal or State Financial Relief:

To authorize and delegate authority to [insert delegated committee or individuals] for purposes of (1) reviewing and considering any other federal or state financial relief for which the Organization may be eligible and permitted; (2) preparing and approving any further applications and/or submissions for purposes of seeking additional financial assistance thereunder which would be advisable, prudent and in the best interests of the Organization; and (3) authorizing the President, Treasurer and/or Secretary/Clerk, individually or together as required, to execute all certifications, applications and any other associated documents in final form, and to take all other actions and do any and all things necessary to effect this vote; all of the foregoing with the proviso that any prospective financial transaction, including but not limited to a loan, line of credit, security agreement or grant proposal with a value in excess of [insert delegated threshold \$ _____], be returned to the full Board for further consideration and approval prior to submission.

Moved by: _____

Seconded by: _____

Ayes: _____ Nays: _____ Abstaining: _____

Motion Carried: Yes _____ No _____

[Signature]

[Printed Name]
Secretary/Clerk