


Action by Consent of Members

[Company Legal Name]

Limited Liability Company

- 🔊 The “Statement of Unanimous Consent of the Members...” is used to document/memorialize action taken by a Members in lieu of a formal meeting, or a series of meetings they perhaps should have been having all along but somehow never got around to it and now they need to look like they were on the ball...
- 🔊 Despite of the fact that a meeting is not taking place, some record needs to be made of any/all action being taken and that the Member is aware of it and have given their official approval. If I were member, I would  a list of everything that has actually happened during the time frame specified in the unlikely event there was some kind of lawsuit to be brought against the company and it appears that I approved some heinous act and now I'm being held responsible for it. Don't laugh. Others; however, perhaps closer to the situation, may not be so paranoid or are perhaps more trusting. Nevertheless, this document handles a ton of house-keeping and can enable your company to move forward with financing, an acquisition, etc.
- 🔊 This document is to be completed, presented to each member for their signature, and then kept with the other important corporate documents

 Cover memo:

Date: **[Date]**

To: **[Member]**

From: **[Owner/Founder]**
[Company]

Subject: **Action by Consent of the Members**



Attached is a Statement of “Action by Consent of the Members” in order to bring our company paperwork up to date.

I believe that it embodies everything we discussed.

Please read the agreement carefully.

We recommend that you also have it reviewed by your own qualified legal counsel.

Time is of the essence.

Please sign and return it to me asap.

Thank you very much!

From JIAN

NOTICE:

We wish we could provide an agreement that was tailored *exactly* to your business. While this is not always possible, we feel that we've come very close and that this document provides you with the head-start that you need to get your deal moving. Nevertheless, we must make this disclaimer:

- 🔊 **Do Not Use This Agreement 'As-Is.'**
- 🔊 **This Agreement Is Not Legal Advice.**
- 🔊 **Read it Thoroughly and Make All Appropriate Changes to Fit Your Requirements.**
- 🔊 **You Should Have this Agreement Reviewed and Approved by a Qualified Attorney at Law Before Using It.**
- 🔊 **JIAN Accepts No Liability for the Effectiveness of This Document For Your Purposes.**

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
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Editing Your Sample Contract

Since this entire agreement is formatted in Word, you can edit it like any other Word document. You can jump from variable to variable by clicking the above  green arrows (JIAN Menu) which will take you forward / backward and highlight the entire sample text identified within the “[]” brackets – simply edit / type-over with your information.

To make sure you have filled in all the variables, use Word's 'FIND' function to locate any “[]” which may contain an unedited variable.

- Click the  icon in the JIAN menu above to turn the expert comments on/off.
- Upon completion, delete any unnecessary blank lines that remain.
- You may format this document any way you like.
- Delete this page.

Action by Consent of Members

[Company Legal Name]

Limited Liability Company

☞ We use this memo heading style to make it easy to recognize the major details.

Effective Date [Date]
By [Owner/Founder]
For [Company Legal Name]

Pursuant to the [State] State Statutes which authorizes the Members of a limited liability company to take action with or without a meeting if the action is taken by all of the Members and the action is evidenced by one or more written consents describing the action taken, signed by the Members, and included in the minutes or filed with the company records reflecting the action taken, the following resolutions and actions are hereby adopted by the Members:

RESOLVED,

☞ These can be a number of housekeeping items...

- Company Legal Name
 - Establishment of [Company Legal Name] as a [State] LLC
- Fiscal Year
 - The fiscal year of [Company] shall be the calendar year, except that the first fiscal year shall begin on the date of incorporation of [Company].
- Adoption of the Certificate of Membership Units
 - The form of membership certificate to evidence ownership of units of [Company] has been presented and reviewed by each Member of [Company] and is hereby approved and adopted as the form of certificate for the ownership units of [Company]. A sample of the certificate shall be inserted in the [Company] minute book.
- Opening Bank Account
 - RESOLVED, that [Name of Bank] in [City] shall be the depository in which the funds of [Company] shall be deposited; and
 - The appropriate management of [Company] shall be, and the same hereby are, authorized to open a bank account or accounts at said bank in the name of, and on behalf of, [Company], for the deposit of funds belonging to [Company]; and

☞ You can include other action of business to be approved below.

- [Approval of Lease]
 - The lease for [Company] [offices / warehouse space / manufacturing facilities] dated [Date] is hereby approved.

Understood, Agreed & Approved

The undersigned, constituting all the Members of the Company, hereby consent to, ratify and confirm the action described in the foregoing resolutions, as of the Effective Date first written above.

[Owner/Founder]

[Member Name]

