

**ALA Policy A.4.2.3 Council Resolutions: Guidelines for Preparation (formerly: ALA Policy 5.3)**

Each resolution shall be prepared in accordance with the following guidelines for Council resolutions.

Each resolution shall begin with a *whereas* clause stating the facts and reasons for a proposed action or resolution. *Resolved* clauses shall state the proposed action or resolution.

**CONTENT:**

Each resolution shall be adopted upon passage by a majority of the members present in person or by proxy.

Resolutions shall not be adopted unless they have been referred to the appropriate committee or subcommittee by the Council or a majority of the members present in person or by proxy.

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It is a resolution of the Board of Directors to a specific group or groups of shareholders, not a resolution of the Board of Directors as a whole. It is a resolution of the Board of Directors, not a resolution of the Board of Directors as a whole.

## PROCESS:

A resolution is submitted to the Board of Directors by the Chairman of the Board or by a director. The resolution is then discussed and voted on by the Board of Directors. If the resolution is approved, it becomes a resolution of the Board of Directors.

A resolution is a statement of the Board of Directors, adopted by a majority of the Board of Directors. It is a resolution of the Board of Directors, not a resolution of the Board of Directors as a whole.

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