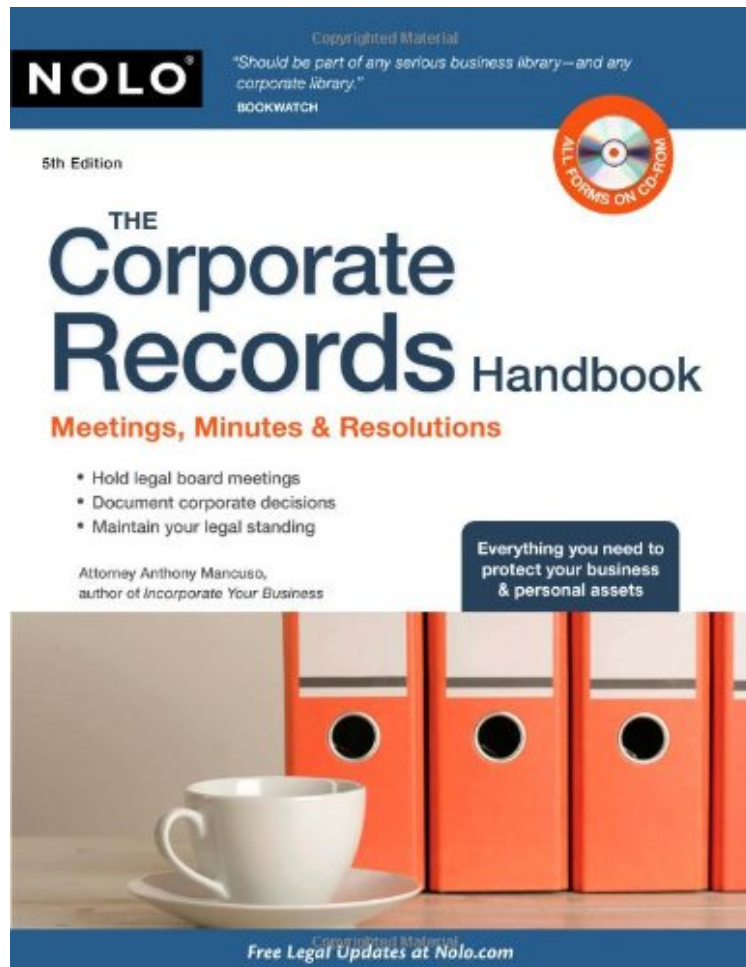


The Corporate Records Handbook: Meetings, Minutes Resolutions

Anthony Mancuso Attorney
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#1411287 in Books NOLO 2010-08-08Original language:EnglishPDF # 2 11.00 x 1.75 x 8.50l, 3.13 #File Name: 1413312039610 pages | File size: 42.Mb

Anthony Mancuso Attorney : The Corporate Records Handbook: Meetings, Minutes Resolutions before purchasing it in order to gage whether or not it would be worth my time, and all praised The Corporate Records Handbook: Meetings, Minutes Resolutions:

67 of 69 people found the following review helpful. Great coverage of exactly what it says it's going to cover.By Jason FossenMany other books on corporate forms try to cover everything (from selection of entity type to formation, filings, taxes, legalities, etc.) which means they usually just cover these topics in a shallow and frustrating way.This book covers exactly what it says it covers (meetings, minutes and resolutions) and covers these topics very well, with lots of details, advice, examples and related useful tid-bits. It doesn't try to be an encyclopedia of everything related to corporations, which is GOOD, it has FOCUS. Also, it's from Nolo press, a generally better publisher of these types of books in my opinion, and Mancuso has written lots of good business/legal books.The book is overkill for the typical LLC or small S-corp, but, on the other hand, these are the businesses that are at greater risk of having their corporate

veils discarded in court. You can crank down the degree of formality to whatever level you feel comfortable, but at least you'll have a good idea of how the larger and more professionally-managed corporations document themselves. If you're a sole proprietor upgrading to an LLC, or a two-person corp of any type, then this book probably won't be what you're looking for. If you're a newly-minted MBA or lawyer and now you're handling the affairs of a small- to mid-sized corp as an officer or advisor, then I'll bet you'll think the book is great (and maybe you'll secretly hide it in your desk to make everyone think you just know all this "corporate paperwork BS" off the top of your head). In general, the book is very good at clarifying the weirdness of corporate documentation.

0 of 0 people found the following review helpful. Very thorough and direct
By Matt Spong
I'm a software engineer, not a lawyer, so I can't directly vouch for the accuracy of the legal forms and advice - but to me, the number of 5-star reviews from actual lawyers (many of whom say they use it a reference themselves) speaks for itself. As far as the book goes, it is very thorough, clear, direct to the point, and well-organized. It clarifies what needs to be done, why it needs to be done, and how to do it. With this book as a reference, I am breathing a lot easier about not paying a lawyer \$400/hour to fill in boilerplate for me.

1 of 1 people found the following review helpful. The Corporate Records Handbook: Meetings, Minutes Resolutions
By Penetralia
In comparison to the prior edition, the new Corporate Records Handbook appears to have little to no change in text or with the accompanying forms. In fact, the amount of pages are similar too. Most every form needed to operate a corporation is included, and instructions for how to complete the paperwork is useful, and includes the numerous steps involved in the meeting process, and how to conduct them; how to appoint members, issue stock, initiate resolutions, make plans, writing rules or bylaws, and much more.

Keep your corporation valid in the eyes of the IRS and courts If you've taken the time to turn your business into a corporation, chances are you'd like to see it stay that way. Your business card may say "incorporated," but if the courts and the IRS think differently, it's closing time. Meeting minutes are the primary paper trail of your corporation's legal life, so it's essential to know when and how to prepare these minutes. The Corporate Records Handbook provides all the forms and instructions you need to stay legal, including:

- Call of Meeting
- Meeting Participant List
- Notice of Meeting
- Certification of Mailing
- Acknowledgment of Receipt of Notice of Meeting
- Shareholder Proxy
- Meeting Summary Sheet
- Minutes of Annual Shareholders' Meeting
- Minutes of Special Shareholders' Meeting
- Minutes of Annual Directors' Meeting
- Minutes of Special Directors' Meeting
- Waiver of Notice of Meeting
- Approval of Corporate Minutes
- By Directors of Shareholders
- Cover Letter for Approval of Minutes of Paper Meeting
- Written Consent to Action Without Meeting

The Corporate Records Handbook gives you the forms you need to keep required records, plus more than 75 additional resolutions -- both as tear-outs and on CD-ROM

- Forms
- Notice and Minutes
- Forms
- Meeting Summary Sheet
- Call of Meeting
- Meeting Participant List
- Notice of Meeting
- Acknowledgment of Receipt of Notice of Meeting
- Proxy
- Certification of Mailing
- Minutes of the Annual Meeting of Shareholders
- Minutes of Special Meeting of Shareholders
- Minutes of Annual Meeting of Directors
- Minutes of Special Meeting of Directors
- Waiver of Notice of Meeting
- Approval of Corporate Minutes by Directors or Shareholders
- Cover Letter for Approval of Minutes of Paper Meeting
- Written Consent to Action Without Meeting
- Standard Corporate Business Resolutions
- Authorization of Treasurer to Open and Use Accounts
- Authorization of Treasurer to Open and Use Specific Corporate Account(s)
- Authorization of Corporate Account and Designation of Authorized Signers
- Authorization of Rental of Safe Deposit Box
- Adoption of Assumed Name
- Board Approval of Proposed Contract
- Approval of Lease
- Purchase of Real Property
- Authorization of Sale of Real Property
- Delegation of Authority to Corporate Employee
- Director Ratification of Employee's Acts
- Board Ratification of Contract
- Rescission of Authority of Employee
- Shareholder Ratification of Decisions or Acts
- Certification of Board or Shareholder Action
- Affidavit of Corporate Decision Making
- Acknowledgment
- Corporate Tax Resolutions
- S Corporation Tax Election
- S Corporation Shareholders' Agreement
- Accumulation of Corporate Earnings
- Qualification of Shares Under Internal Revenue Code Section 1244
- Approval of Independent Audit of Corporate Financial Records
- Approval of Corporate Tax Year Payment and Deduction of Organizational Expenses
- Resolutions to Amend Corporate Articles and Bylaws
- Approval of Amendment to Articles of Incorporation
- Approval of Restatement of Articles of Incorporation
- Amendment of Articles
- Form
- Approval of Amendment of Bylaws
- Corporate Hiring and Appointment Resolutions
- Approval of Hiring of Corporate Employee
- Approval of Bonuses and Salary Increases
- Shareholder Ratification of Employee Pay
- Approval of Independent Contractor Services
- Appointment of Corporate Officers
- Authorization of Payment for Attending Meetings
- Annual Director or Officer Stipend for Attendance at Meetings
- No Compensation for Attending Corporate Meetings
- Indemnification and Insurance for Directors and Officers
- Director Conflict-of-Interest Resolutions
- Board Approval of Transaction Benefiting a Director
- Directors' Written Consent to Transaction Benefiting a Director
- Shareholder Approval of Transaction Benefiting a Director
- Shareholder Written Consent to Transaction Involving a Director
- Resolutions for Loans to the Corporation
- Authorization of Loan at Specific Terms
- Authorization of Maximum Loan on General Terms
- Unlimited Authorization of Loans for Business Needs
- Authorization of Line of Credit
- Authorization of Line of Credit With Cap on Each Transaction
- Authorization of Loan Terms Secured by Corporate Property
- Resolution Approving Loan to Corporation
- Promissory Note: Installment Payments of Principal and Interest (Amortized Loan)
- Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) Secured by -

Corporate Property Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) With Balloon Payment Promissory Note: Periodic Payments of Interest With Lump Sum Principal Payment Promissory Note: Lump Sum Payment of Principal and Interest at Specified Date Promissory Note: Lump Sum Payment of Principal and Interest on Demand by Noteholder Promissory Note: Variable Schedule of Payments of Principal and Interest Resolutions for Loans by the Corporation to Insiders Approval of Corporate Loan to Insider Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) Secured by Property Promissory Note: Installment Payments of Principal and Interest (Amortized Loan) With Balloon Payment Promissory Note: Periodic Payments of Interest With Lump Sum Principal Payment Promissory Note: Lump Sum Payment of Principal and Interest at Specified Date Promissory Note: Lump Sum Payment of Principal and Interest on Demand by Noteholder Promissory Note: Variable Schedule of Payments of Principal and Interest Release of Promissory Note Employee Fringe Benefits and Business Expense Reimbursement Resolutions Authorization of Group Health, Accident, or Disability Insurance for Employees Adoption of Self-Insured Medical Reimbursement Plan Purchase of Group Term Life Insurance Authorization of Employee Death Benefit Agreement Regarding Death Benefits Purchase or Lease of Company Car Authorization of Payment of Standard Mileage Allowance to Employees Business Meal Expense Allotment for Employees On-Premises Meals and Lodging to Employees Authorization of Corporate Credit and Charge Cards for Employees Reimbursement of Actual Travel and Entertainment Expenses to Employees Under Accountable Reimbursement Plan Reimbursement of Actual Travel and Entertainment Expenses to Employees Under Nonaccountable Reimbursement Plan Authorization of Per Diem Travel Allowance for Employees Board Approval of Stock Bonus or Stock Option Plan Corporate Retirement Plan Resolutions Board of Directors' Adoption of Retirement Plan Board of Directors' Adoption of Profit-Sharing Plan Shareholder Ratification of Retirement Plan Stock Dividend Resolutions Declaration of Cash Dividend Authorization of Cash Dividend Payable in Installments Declaration of Year-End Dividend Declaration of Regular and Extra Dividend Declaration of Accumulated Dividend to Preferred Shareholders Authorization of Property Dividend to Shareholders Stock Issuance Resolutions Approval of the Issuance of Shares Sale and Issuance of Shares for Property Sale and Issuance of Shares for Indebtedness Canceled Sale and Issuance of Shares for Services Sale and Issuance of Capital Stock for Assets and Liabilities of a Business Bill of Sale and Agreement Issuance of Shares in Exchange for Assignment of Trademark, Service Mark, Patent, or Copyright Assignment Issuance of Shares in Return for Cash and Promissory Note

"This practical guide gives step-by-step instructions plus the legal forms to be filled out and filed to keep corporate status." (Orange County Register 2007-04-01)"Should be a part of any serious business library -- and any corporate library." (Bookwatch 2007-03-01)About the AuthorAnthony Mancuso is a corporations and limited liability company expert. He graduated from Hastings College of Law in San Francisco, is a member of the California State Bar, writes books and software in the fields of corporate and LLC law, and studies advanced business taxation at Golden Gate University in San Francisco. He has also been a consultant for Silicon Valley EDA (Electronic Design Automation) companies, most recently working on a C++ open-source integrated circuit database project team. He is the author of several Nolo books on forming and operating corporations (both profit and nonprofit) and limited liability companies. His titles include Incorporate Your Business, How to Form a Nonprofit Corporation (national and California editions), Form Your Own Limited Liability Company, The Corporate Records Handbook, and LLC or Corporation?. He wrote and programmed Nolo's LLC Maker and Incorporator Pro software programs, which generate state-by-state articles and other forms for organizing corporations and LLCs. His books and software have shown over a quarter of a million businesses and organizations how to form a corporation or LLC. He also is a licensed helicopter pilot and has performed for years as a guitarist in many musical idioms.