

## Instructions for Letters of Resolution

*Representatives of Member Businesses, Churches, and other non-person entities or organizations (collectively, “Member Entities”), must present a notarized resolution executed by or on behalf of the entity authorizing the representative to vote the entity’s interest.*

The Cooperative reserves the right to accept or reject resolutions, as provided for in the Cooperative’s bylaws (Article IV, Section 4.09).

The resolution must be signed by an official of the Member Entity and notarized by a Notary Public that does not work for the Cooperative. *Cooperative employees are prohibited from notarizing resolutions.*

The Member Entity’s representative should satisfy one of the following criteria:

- A. Corporation (including non-profit corporations) or LLCs** – The representative should be an officer, director or manager, and/or should present credentials authorizing registration on behalf of the corporation or LLC.
- B. Partnership** – The representative should be a partner in the partnership, and/or should present credentials authorizing registration on the partnership’s behalf.
- C. Church** – The representative must have a known association with the church, as the pastor, deacon, etc., and/or should present credentials authorizing registration on the church’s behalf.
- D. Other Legal Entity** - The entity (e.g., body politic, Federal Agency, or political subdivision) shall present evidence of its separate legal existence. The representative shall present appropriate credentials authorizing registration.

**Note Regarding Sole Proprietorships and Assumed Names** – Members that are conducting business as sole proprietors or otherwise under an assumed name are required to maintain their account in their personal capacities. Since the bylaws prohibit members from maintaining more than one (1) membership, such members will not be entitled to an additional vote under the name of their business or trade.

A sample Resolution is attached. Additional copies can be obtained at any Lumbee River EMC office up until the day before the annual meeting or downloaded from the Lumbee River EMC website at [www.lumbeeriver.com](http://www.lumbeeriver.com). Resolution forms will **NOT** be available at the Annual Meeting.

The Resolution must include each of the following:

- The Member Entity’s name, address, phone number and account number;
- One of the following:

- The Member Entity's Secretary of State I.D. Number (available at <http://www.secretary.state.nc.us/Corporations>); **or**
  - A statement indicating that the Member Entity is a partnership, as that term is defined by N.C. Gen. Stat. § 59-36, and identifying the names and addresses of the partners in the partnership, **or**
  - A statement indicating, along with facts demonstrating, the Member's existence as a separate legal entity.
- The Representative's name;
  - A statement indicating that Member Entity has selected the named Representative to vote the Member Entity's interests at the designated annual meeting(s); and
  - A notarized signature from the appropriate official of the Member Entity.

Please direct questions to David Spencer, at 910.843.7909. We encourage you to address any questions or concerns *at least 10 days* before the Annual Meeting.

**RESOLUTION AUTHORIZING VOTE OF LREMC MEMBERSHIP**

**Required Member Information:**

**Member Name:** \_\_\_\_\_

**Secretary of State I.D.**

**Number (if applicable):** \_\_\_\_\_

**Address:** \_\_\_\_\_

\_\_\_\_\_

**Account Number:** \_\_\_\_\_

**Phone Number:** \_\_\_\_\_

\_\_\_\_\_ (designated person's name) has been appointed to represent \_\_\_\_\_ (name of Member Entity) as its voting delegate at the LREMC annual meeting(s) of the members.

\_\_\_\_\_ (name of Member Entity) exists as a (check one):

\_\_\_\_\_ **Corporation (including non-profit corporations) or LLC** - The representative is an officer, director or manager, and/or has been officially designated to represent the corporation or company. The Secretary of State ID # is provided above.

\_\_\_\_\_ **Partnership** – The representative is a partner in the partnership, and/or has been officially designated to represent the partnership. (The names and addresses of the partners are attached).

\_\_\_\_\_ **Church** – The representative is the pastor, deacon, and/or other officially designated representative.

\_\_\_\_\_ **Other Legal Entity** - The entity (e.g., body politic, Federal agency, or political subdivision) has *attached* evidence of its separate legal existence and has officially designated its representative.

**This resolution shall remain in effect (Check only one)**

\_\_\_\_\_ Until revoked by delivery of a subsequent resolution prior to the occurrence of any registration under this resolution. (Revoked resolutions shall be null and void during any and all subsequent meetings.)

\_\_\_\_\_ Solely for the purpose of voting at the \_\_\_\_\_ (Year) Annual Member Meeting.

\_\_\_\_\_  
Signature of authorizing official

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title of authorizing official

State of North Carolina

County of \_\_\_\_\_

I, \_\_\_\_\_, (Notary's Name) a Notary Public for said County and State, do hereby certify that \_\_\_\_\_ (Name of Authorizing Official) personally came before me this day and acknowledged under oath duly sworn or affirmed that she / he is the \_\_\_\_\_ (Title) of \_\_\_\_\_ (Name of Member Entity), a \_\_\_\_\_, (Type of Organization), and being authorized to do so, executed the foregoing on behalf of the Member Entity listed above.

Witness my hand and official seal, this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

(Official Seal)

\_\_\_\_\_  
Notary Signature

My Commission expires \_\_\_\_\_, \_\_\_\_\_.