**[name of parish]**

**UNANIMOUS CONSENT IN LIEU OF
A SPECIAL MEETING OF THE VESTRY**

 1. Meeting Deemed Duly Held. The special meeting of the Vestry (the “Vestry”) of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the “Parish”), a Washington nonprofit corporation, was accomplished by unanimous consent pursuant to RCW 24.03.465 on the date that the last member of the Vestry signed this consent resolution or a duplicate counterpart thereof or sent consent by email. All of the members of the Vestry waived notice of the meeting.

 2. Approval of Borrowing. In order to provide funding sufficient to retain current staff of the Parish during the COVID-19 pandemic, the Parish has agreed to enter into a loan (the “Loan”) with \_\_\_\_\_\_\_\_\_\_ (the “Bank”) under the Emergency Small Business Loan Program within the SBA 7(a) loan program in an amount [not to exceed][of] $\_\_\_\_\_\_\_\_\_. The Vestry hereby approves the borrowing by the Parish of [up to] $\_\_\_\_\_\_\_\_\_\_\_\_\_ in order provide funding to retain staff.

 3. Execution and Delivery of Documents. The Rector, the Senior Warden or the Junior Warden or any one of them (collectively, the “Authorized Officers” and each, an “Authorized Officer”) is hereby granted the discretionary authority and is directed, on behalf of the Parish, to approve, execute and deliver to the Bank the documents prepared in conjunction with the incurrence of the Loan (the “Loan Documents”), provided, that they are not inconsistent with these resolutions, such execution to evidence conclusively the approval of the Vestry of the final form of such documents. The Authorized Officers or any one of them are further authorized to execute and deliver such other documents, certificates, instruments and notices as such Authorized Officers or any one of them deems appropriate or necessary in connection with the incurrence of the Loan.

 4. Authorization of Future Acts. The Vestry further authorizes and directs the Authorized Officers or any one of them and other proper officers, agents, attorneys and employees of the Parish to carry out, or cause to be carried out, all negotiations with respect to the preparation of the documents, all obligations of the Parish in connection with the incurrence of the Loan; and to perform, or cause to be performed, such other acts as they shall consider necessary or advisable in connection with the incurrence of the Loan with the Bank and the application of such proceeds in accordance with the Loan.

 The undersigned, being all of the members of the Vestry of the Parish, hereby waive notice of the special meeting of the Vestry as described above and consent to all actions taken therein.

CERTIFICATION OF ADOPTION

 The undersigned as the duly elected, qualified and acting Secretary of [name of parish], a Washington nonprofit corporation, certifies that the foregoing is a true and correct copy of a resolution adopted by the Vestry by unanimous consent on \_\_\_\_\_\_\_\_\_\_\_\_\_, 2020, and that such resolution has been in no way amended, rescinded or revoked and is now in full force and effect.

 EXECUTED this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2020.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Printed Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Secretary