United States Board Operations Annex

A working reference for board-cycle operators. This annex is not legal advice.

Cycle controls

• Confirm the state of incorporation before applying any rule. Delaware and California mechanics differ.

• Document notice, quorum, written-consent, committee, and records requirements from the governing statute, charter, and bylaws.

• In Delaware, treat minutes and attached board materials as part of the defensible process record.

• In California, confirm Corporations Code section 307 mechanics for the entity type.

• The corporate secretary or counsel should own legal sufficiency; the operator owns calendar, controlled circulation, and follow-through.

Verify each cycle

• Delaware General Corporation Law

• California Corporations Code

• Company charter, bylaws, and committee charters

Operator handoff

• Ask qualified counsel to confirm notice, quorum, approvals, signatures, retention, filings, conflicts, and reserved matters before the calendar is locked.

Updated September 2026. Verify current law and company-specific governing documents before relying on this annex.