R-3

BOARD RESOLUTION LANGUAGE

Bitcoin Allocation Policy — Formal Adoption Template

Framework Tab:	RARTA — Board-Level Governance	**Version:**	1.0
Document Class:	Formal Resolution Template	**Status:**	Draft — Requires Legal Review
Intended User:	Corporate Secretary / General Counsel	**Updated:**	[DATE]

HOW TO USE THIS TEMPLATE

This template provides formal board resolution language for adopting or amending a Bitcoin Allocation Policy under the RARTA framework. Text in ***[BRACKETS / BLUE ITALICS]*** must be completed by your legal counsel prior to board presentation. This document does not constitute legal advice. All resolutions must be reviewed by qualified corporate counsel before board adoption.

SECTION 1 — RECITALS (WHEREAS CLAUSES)

WHEREAS, [ORGANIZATION LEGAL NAME] (the "Corporation") is a [STATE/JURISDICTION] [corporation / limited liability company / nonprofit organization / other entity type] duly organized and in good standing;

WHEREAS, the Board of Directors (the "Board") has considered the strategic and financial merits of holding Bitcoin ("BTC") as part of the Corporation's treasury reserve strategy;

WHEREAS, the Board has reviewed the Corporation's Bitcoin Treasury Governance Framework, including the Risk-Aligned Return Threshold Approach ("RARTA"), the Stress Response Framework ("SRF"), and the Bitcoin Economic Optimization Logic ("BEOL"), collectively the "Treasury v2 Framework";

WHEREAS, the Board has determined that adopting a formal Bitcoin Allocation Policy (the "Policy") consistent with the Treasury v2 Framework is in the best interests of the Corporation and its [shareholders / members / stakeholders];

WHEREAS, the Board has received and reviewed written materials from [TREASURY ADVISOR / INTERNAL TREASURY FUNCTION / SATOSHI INSTITUTE] dated [DATE OF MATERIALS], including risk disclosures, proposed allocation parameters, and governance protocols;

WHEREAS, the Board has had the opportunity to ask questions of management and advisors and has received answers it deems satisfactory;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts the following resolutions:

SECTION 2 — CORE RESOLUTIONS

Resolution 2.1: Adoption of Bitcoin Allocation Policy

RESOLVED, that the Corporation is hereby authorized to allocate a portion of its treasury reserves to Bitcoin ("BTC") as a long-term treasury reserve asset, subject to the terms and limitations set forth in the Bitcoin Allocation Policy (attached hereto as **Exhibit A**) and incorporated herein by reference.

FURTHER RESOLVED, that the maximum aggregate BTC allocation shall not exceed **[__]%** of total treasury assets as measured at cost basis, as determined in accordance with the Corporation's accounting policies.

NOTE: Typical institutional ranges: 1%–5% (conservative), 5%–15% (moderate), 15%–30% (aggressive). The percentage should reflect the organization's risk tolerance, liquidity needs, and regulatory environment.

Resolution 2.2: Authorization of RARTA Threshold Bands

RESOLVED, that the Board hereby approves the following RARTA threshold parameters for Bitcoin allocation decisions:

Threshold Band	BTC Price Range (USD)	Allocation Action	Authorization Level
Band A — Accumulation	[$ ______] and below	Authorized to accumulate per DCA schedule	CFO with Board notification
Band B — Hold	[$ ______] to [$ ______]	Maintain position; no new purchases	CFO discretion
Band C — Rebalance Review	[$ ______] to [$ ______]	Evaluate partial rebalancing	CFO + Board Committee
Band D — Strategic Review	[$ ______] and above	Mandatory board review of position	Full Board vote required

FURTHER RESOLVED, that threshold band parameters shall be reviewed and reaffirmed by the Board no less frequently than annually, and may be amended by Board resolution upon recommendation of the [Treasury Committee / CFO].

Resolution 2.3: Delegation of Treasury Authority

RESOLVED, that the Board hereby delegates to the Chief Financial Officer ("CFO"), or such other officer as the Board may from time to time designate, the authority to:

(a) Execute BTC purchase and sale transactions within the parameters established by this Resolution and the Policy;

(b) Establish and maintain custody arrangements with [QUALIFIED CUSTODIAN NAME(S)] for the safekeeping of BTC treasury assets;

(c) Implement the DCA (Dollar-Cost Averaging) purchase schedule set forth in **Exhibit B** without further Board approval, provided aggregate purchases remain within approved threshold bands;

(d) Engage external advisors, including Satoshi Institute or its successors, to provide framework implementation support.

FURTHER RESOLVED, that the CFO shall provide the Board with a written treasury report no less frequently than [quarterly / monthly], in the form set forth in **Exhibit C** (Board Reporting Template).

Resolution 2.4: Adoption of Stress Response Protocols

RESOLVED, that the Board hereby adopts the Stress Response Framework ("SRF") escalation protocols set forth in **Exhibit D**, and authorizes management to take pre-approved defensive actions as specified therein during declared stress level events, without requirement for advance Board approval, provided that:

(a) Any SRF Level 3 (Crisis) declaration shall require notification to the Board Chair within two (2) hours;

(b) Any transaction exceeding [$ ______] in value executed under SRF protocols shall be reported to the Board within twenty-four (24) hours;

(c) An After-Action Report shall be submitted to the Board within thirty (30) days of any Level 2 or Level 3 stress event.

Resolution 2.5: Accounting and Disclosure Policy

RESOLVED, that the Corporation shall account for BTC treasury holdings in accordance with [ASU 2023-08 (FASB fair value method) / IAS 38 (IFRS cost model)] as applicable to the Corporation's reporting framework, and shall include BTC treasury holdings in its financial statements and disclosures as required by applicable accounting standards and regulatory requirements.

FURTHER RESOLVED, that the [CFO / Audit Committee] shall coordinate with the Corporation's independent auditors to ensure appropriate accounting treatment and disclosure of BTC holdings.

NOTE: Select the applicable accounting framework. FASB ASU 2023-08 applies to U.S. GAAP reporters and requires fair value measurement with changes recognized in net income. IFRS reporters typically apply IAS 38 (intangible assets — cost model) unless BTC qualifies as inventory under IAS 2.

SECTION 3 — OPTIONAL / SITUATIONAL RESOLUTIONS

Include the following resolutions as applicable to your organization's circumstances. Delete any that are not relevant.

Resolution 3.1: Treasury Committee Formation [Optional]

RESOLVED, that the Board hereby establishes a Bitcoin Treasury Oversight Committee (the "Committee") consisting of [NUMBER] members, including [at least one independent director / the CFO / other composition], with authority to:

(a) Review and approve transactions above [$ ______] between Board meetings;

(b) Convene emergency sessions as required by SRF Level 2 or Level 3 protocols;

(c) Recommend Policy amendments to the full Board.

NOTE: A Treasury Committee is recommended for organizations with BTC positions exceeding 5% of total assets or where custody architecture involves multi-signature arrangements.

Resolution 3.2: Custodian Authorization [Required if Custodian Named]

RESOLVED, that the Corporation is hereby authorized to enter into a custody agreement with [CUSTODIAN LEGAL NAME] ("Custodian"), and that the [CFO / authorized officers listed on Schedule 1] are hereby authorized to execute such custody agreement and any related documents on behalf of the Corporation.

FURTHER RESOLVED, that the Corporation may establish [cold storage / multi-signature / institutional custody] arrangements as recommended in the Treasury v2 Framework custody architecture guidelines.

Resolution 3.3: Amendment to Investment Policy Statement [If Applicable]

RESOLVED, that the Corporation's Investment Policy Statement dated [DATE] is hereby amended to incorporate Bitcoin as a permitted treasury asset class, subject to the allocation limits and governance protocols established by this Resolution and the Policy.

NOTE: This resolution is required if the Corporation has an existing IPS that does not currently permit alternative or digital assets. Coordinate with legal counsel to ensure amendment is properly documented.

Resolution 3.4: Initial Purchase Authorization [If Applicable]

RESOLVED, that the Corporation is hereby authorized to make an initial BTC acquisition in an aggregate amount not to exceed [$ ______], to be executed within [NUMBER] days of this resolution, in accordance with the DCA schedule set forth in Exhibit B.

FURTHER RESOLVED, that the CFO is authorized to execute such acquisition through [APPROVED EXCHANGE(S) / CUSTODIAN], and shall report the completion of such acquisition to the Board within [NUMBER] business days.

SECTION 4 — GENERAL AUTHORITY AND CERTIFICATION

RESOLVED, that the officers of the Corporation are hereby authorized and directed, individually or collectively, to take any and all actions, to execute and deliver any and all documents, instruments, agreements, certificates, or other writings, and to do any and all things that they may deem necessary, advisable, or appropriate to carry out the intent and purposes of the foregoing resolutions.

RESOLVED, that any actions taken by the officers of the Corporation prior to the adoption of these resolutions that are within the scope of authority granted herein are hereby ratified, confirmed, and approved.

CERTIFICATION OF SECRETARY

The undersigned, being the duly appointed Secretary (or Assistant Secretary) of [ORGANIZATION LEGAL NAME], hereby certifies that the foregoing is a true and correct copy of resolutions duly adopted by the Board of Directors at a [meeting duly called and held / action by written consent] on [DATE], at which a quorum was present and acting throughout, and that such resolutions have not been modified, amended, or rescinded and remain in full force and effect as of the date hereof.

____

Secretary / Assistant Secretary

Date

____

Print Name

Exhibit A	Bitcoin Allocation Policy (full policy document)	[ATTACH]
Exhibit B	DCA Purchase Schedule	[ATTACH — see B-2 Liquidity Deployment Scheduler]
Exhibit C	Board Reporting Template	[ATTACH — see R-4 Sample Reporting]
Exhibit D	SRF Escalation Protocols	[ATTACH — see S-3 Escalation Path Flowchart]
Schedule 1	Authorized Officer List with Signatures	[COMPLETE BEFORE EXECUTION]