

NEVER FORGET 911 MEMORIAL INC.

A Michigan 501(c)(3) Nonprofit Organization

ANNUAL BOARD MEETING MINUTES

(Hybrid Meeting – In Person and Remote)

Date: December 18, 2025

Time: Meeting called to order at **5:45 PM**

Location: Bedford Branch Library, 8575 Jackman Rd, Temperance, MI 48182

Remote Platform: Google Meet

Meeting Type: Hybrid Annual Meeting

(Terminology clarification discussed and tabled – see Section 13)

1. Call to Order

President and CEO **Myrta Gschaar** called the Annual Meeting of the Board to order at **5:45 PM**.

2. Attendance

Present:

- **Myrta Gschaar** – President / CEO
- **Henry Jordan** – Director / Treasurer
- **Bernadette Opsahl** – Alternate Director, Executive Director & Secretary (also serving as Digital Secretary)
- **Robert Opsahl** – Director

Absent:

- Judi Russ – Director
- Scott Heacock – Director / Architect
- Wendy Wiital – Vice President
- Al Prier – Director
- Kevin Wexler – Director

Guest:

- **Michelle Quinones y Nieves**

A quorum of Directors was present.

3. Approval of Prior Minutes

The following minutes were presented for review and approval:

- August 21, 2025
- September 18, 2025 (meeting canceled; minutes reflect cancellation)
- October 9, 2025

Motion: Henry Jordan

Second: Robert Opsahl

Vote: Unanimous — **Approved**

4. Approval of Open Resolutions

All open and pending resolutions were reviewed.

Motion: Henry Jordan

Second: Robert Opsahl

Vote: Unanimous — **Approved**

5. Executive Director Compliance & Operations Report

5.1 Form 990-PF Website Posting

Bernadette Opsahl reported that an attempt was made to upload the **2024 Form 990-PF** to the website; the file exceeded upload limits. A temporary version was posted pending correction. The Board acknowledged the issue and agreed it will be corrected when feasible.

5.2 Committee Activity & Collaboration Tracking

Bernadette reported creating a **Committee Activity Submissions Records** file to track assignments and follow-through. She noted that collaboration HUBs and shared systems have not been consistently used. The Board agreed these tools are essential and should remain in use.

5.3 Funding & Planning Files

Bernadette reported the following files were created and made available but not used:

- **LOI Pitching / Funding Plan** (10-21-25)
- **Funds Review Team File**, including monthly financial review structure
- **Observance Calendars 2025–2026** (U.S. and U.K. versions)

5.4 Event & Fundraising Support Concerns

Bernadette stated she prepared support materials for the **November 11 Veterans Day event** but was not included in planning or documentation. The Board agreed this should not occur again. Robert Opsahl stated this must not be repeated.

Bernadette also reported creation of fundraising idea files for:

- Veterans Day (11-11-25)
- World Day of Remembrance for Road Traffic Victims (11-16-25)
which were not reviewed or discussed.

5.5 Volunteer Oversight

Bernadette raised concerns that volunteers were engaged during 2025 without proper vetting, onboarding, or documentation. She noted that a **Volunteer Package, Volunteer Agreement, and dedicated intranet site** were created but show no evidence of use.

Henry Jordan asked which volunteers were referenced; Bernadette listed (not limited to): **Louis, Mayra, Marge, Brenda, Joe, and Margaret.**

Bernadette reiterated the importance of proper volunteer processes to reduce liability exposure.

5.6 Accountable Plan Policy

Bernadette presented a **Reimbursement of Expenses Accountable Plan Policy**, drafted in November 2025.

Decision: The Board approved the policy as a handout to be distributed and implemented in 2026.

6. Board Collaboration Expectations

The Board agreed that resolutions and governance work must not accumulate without timely review and collaboration. If collaboration does not improve, changes to Board composition may be required.

The Board discussed the founder's vision of operating as an integrated team (Directors, Officers, Advisors, Committees, and Volunteers), while acknowledging that legal authority remains with the Board of Directors.

7. Ad Hoc Committees

Bernadette proposed the use of **ad hoc committees** for temporary, task-specific work.

Motion: Henry Jordan

Second: Robert Opsahl

Vote: Unanimous — **Approved**

8. Resignations (Written Notice to the Board)

The following resignations were stated on the record and accepted as written notice:

- **Bernadette Opsahl** resigned as **Secretary** and remains **Executive Director, Digital Secretary, Alternate Director, and Chair of the Executive/Technology Committee**.
- **Henry Jordan** resigned as **Treasurer** and remains **Director and Chair of the Finance Committee**.
- **Robert Opsahl** resigned as **Advisory Board Site Developer** and remains **Director**.

9. Scott Heacock – Status Discussion (Tabled)

The Board discussed Scott Heacock’s prior concerns regarding workload and compensation. As Mr. Heacock was absent, no action was taken.

Decision: Item tabled to a 2026 meeting to determine whether Mr. Heacock wishes to continue as a volunteer or resign and serve in a paid consulting role, subject to conflict-of-interest rules and legal guidance.

10. Board Service vs. Paid Services

The Board confirmed a shared understanding that Board service is voluntary; however, individuals may be compensated for separate services if properly documented, approved, and compliant with conflict-of-interest and 501(c)(3) requirements.

11. Director Nomination – Michelle Quinones y Nieves (Tabled)

Bernadette nominated **Michelle Quinones y Nieves** as a potential future Director, citing administrative and photography skills and possible committee leadership.

Decision: Nomination tabled pending resolution of Scott Heacock’s status.

12. Veteran Status Discussion

The Board acknowledged **Robert Opsahl's veteran status** and discussed possible relevance to funding opportunities. Robert did not authorize use of his veteran status at this time.

Decision: Item tabled for 2026.

13. Annual Meeting Terminology & Compliance (Tabled)

The Board discussed whether this meeting should be titled an **Annual Directors Meeting** or **Annual Member Meeting**, and related notice requirements.

Decision:

- No determination was made at this meeting.
- The matter was tabled to a future meeting for clarification, including consultation with Director **Al Prier**.
- No calendar changes were authorized at this time.

14. End-of-Year Handover Checklist

The Board adopted the **End-of-Year Board of Directors & Officers Handover Checklist Adoption Resolution**, including future preparation of annual handoff documents.

Motion: Henry Jordan

Second: Robert Opsahl

Vote: Unanimous — **Approved**

Annual Election Record

The Board directed the minutes to reflect:

“No changes to the composition of the Board of Directors were required at this annual meeting, as all current directors remain within their duly adopted terms of service.”

15. Project & Correspondence Updates

- Myrta reported mailing a six-page letter and memoir to **President Donald J. Trump** on November 19, 2025, and receiving acknowledgment of receipt.
- Myrta reported a **November 28, 2025** meeting with **Yankee Doodle** regarding flagpole bids and “Future Site” signage.

16. Form 990-PF (2024) Review & Documentation

The Board reviewed the 2024 Form 990-PF and associated resolutions.

Motion: Henry Jordan

Second: Robert Opsahl

Vote: Approved, with concerns noted

Concerns documented included:

- Officer/signer accuracy
- “Books are in care of” administrative accuracy
- Contribution figure reconciliation
- Use of legal names and authorized signers

The Board agreed:

- No amendment would be filed at this time
- Concerns are documented as part of the duty of care
- Follow-up with the CPA will occur in 2026

Robert Opsahl exited the meeting briefly during this discussion. Certain follow-up items requiring full participation were tabled.

17. Bank Authority & Controls

The Board agreed that **no two authorized bank signers may reside in the same household** beginning in 2026.

Task: Myrta Gschaar to implement changes by the **February 2026 Board Meeting**, coordinating with the Executive Director.

Concerns regarding secondary accounts, debit cards, and approval authority were discussed and documented.

18. Records, Website, and Digital Storage

- Hard-copy records presented by the President were reviewed and accepted.
- The Board acknowledged the need for improved digital recordkeeping.
- Bernadette was tasked with backing up all 2025 digital records to a secure private server, with access for the President.

19. State-Level Filing Concerns (Tabled)

Concerns regarding state filings, legal names, and completeness were discussed. The Board acknowledged the need for additional support and legal assistance.

20. Annual Governance, Legal, and Financial Review

The Board completed an annual review of:

- Governance and compliance
- Insurance coverage
- Financial summaries (accepted with noted need for improvement)
- Records and documentation
- Sponsorships and donor status
- Communications and public relations
- Strategic planning and unfinished initiatives

21. Recognition & Closing

The Board expressed appreciation for the year's work and agreed to issue formal acknowledgments in the new year. Bernadette was tasked with preparing a year-end appreciation and New Year message for publication.

22. Adjournment

The meeting was **adjourned by consensus** at 6:45 PM

Respectfully submitted,

Myrta Gschaar

Acting Secretary

Never Forget 911 Memorial Inc.

Two attachments are included in these minutes and is an official appendix (s) of this meetings minutes

12-18-25 Review EOY 2024 IRS Filings.pdf

12-18-25 Old Business Carry Over.pdf