

## **Adoption of Board Members Responsibilities**

**Never Forget 911 Memorial Inc.**  
A Michigan Nonprofit Corporation

Board members serve on a voluntary basis (no compensation except as permitted by Bylaws and policy)

**Date Adopted:** July 16, 2025

**Adopted at:** 6655 S Summerway Ct, Lambertville, MI 48144

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### **WHEREAS,**

WHEREAS, Never Forget 911 Memorial Inc. (the “Corporation”) is a Michigan nonprofit corporation organized exclusively for charitable and educational purposes pursuant to Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Board of Directors is legally and fiducially responsible for the governance, oversight, and strategic direction of the Corporation in accordance with its Articles of Incorporation, Bylaws, and applicable Michigan law; and

WHEREAS, the Michigan Nonprofit Corporation Act (Act 162 of 1982) imposes duties of care, loyalty, and obedience upon directors and officers of nonprofit corporations; and

WHEREAS, the Board of Directors desires to clearly define and formally adopt the responsibilities of its officers, directors, and related governance roles to promote accountability, transparency, and effective leadership; and

WHEREAS, the Board further desires to confirm that Board service is voluntary while preserving the compensation provisions set forth in the Corporation’s Bylaws and duly adopted policies;

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## **NOW, THEREFORE, BE IT RESOLVED THAT:**

### **1. Volunteer Status & Compensation**

All Directors and Officers of the Corporation shall serve on a **voluntary basis** and shall receive **no compensation for service as a Director**, except as follows:

- Reimbursement of reasonable expenses approved by the Board; and
- Compensation is expressly authorized under the Corporation's **Bylaws §4.6 (Compensation)** and any duly adopted **Compensation Policy**, when a Director also serves in a separate authorized capacity, such as an **officer, agent, or employee**, and such compensation is properly approved by the Board of Directors.

Nothing in this resolution is intended to limit, modify, or supersede the compensation provisions contained in **Bylaws §4.6**.

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# Officer Responsibilities

## President

- Provides overall leadership to the Board of Directors.
  - Presides over the Board meetings and sets meeting agendas in coordination with the Executive Director.
  - Ensures the Board fulfills its governance and fiduciary responsibilities.
  - Serves as the primary liaison between the Board and the Executive Director.
  - Represents the organization at public functions when appropriate.
  - Leads annual performance evaluations of the Executive Director and the Board.
  - Chairs Standing Committees unless otherwise delegated by Board resolution.
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## Vice President

- Assists the President in performing assigned duties.
  - Works closely with the Executive Director.
  - Presides over meetings in the absence of the President.
  - Oversee committees or strategic initiatives as assigned.
  - Prepares to assume the role of President when needed.
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## Secretary

- Ensures accurate and timely documentation of Board meetings, including minutes.
  - Maintains official corporate records, including bylaws, policies, and resolutions.
  - Ensures compliance with Michigan nonprofit requirements related to meeting notices and recordkeeping.
  - Manages Board calendars and required filings with the Michigan Corporations Division.
  - Manages digital records and social media content as authorized by the Board.
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## Treasurer

- Oversee the financial management and reporting of the Corporation.
- Works with the Executive Director on budget preparation and monitoring.
- Presents regular financial reports to the Board of Directors.
- Ensures compliance with IRS and Michigan tax filings.
- Chairs the Finance Standing Committee.
- Operates in accordance with the Corporation's Financial Controls Policy.

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## Director Responsibilities

### Director

- Attend and actively participate in Board meetings.
- Contribute expertise, guidance, and support to advance the Corporation's mission.
- Serve on Standing or Special Committees as requested.
- Participate in strategic planning and organizational oversight.
- Assist with fundraising and advocacy efforts.
- Maintain fiduciary duties of **care, loyalty, and obedience** to the Corporation.

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### Alternate Director

- Performs Director duties **only when formally authorized by Board resolution** and solely for purposes of participation, quorum, or delegated oversight.
- Has **no independent authority** over finances, contracts, or employment matters unless expressly delegated by the Board.
- Does **not replace or supersede** the Executive Director role unless formally appointed by the Board of Directors.
- The Alternate Director may also serve as Executive Director if separately appointed by Board resolution.
- Remains fully accountable to the Board.
- Maintains fiduciary duties of **care, loyalty, and obedience**.

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### De Facto Director (Legal Acknowledgment Only)

- Acknowledges that under Michigan law, an individual who performs the duties of a director may be deemed a **de facto director** and subject to full fiduciary obligations and potential liability.
- **Nothing in this resolution authorizes or encourages service as a de facto director.**
- This provision exists solely to acknowledge potential legal consequences under applicable law.

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## CERTIFICATION

The undersigned certifies that the foregoing Resolution was duly adopted by the Board of Directors of Never Forget 911 Memorial Inc. on the date stated above.

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of **Never Forget 911 Memorial Inc**, a Michigan nonprofit corporation, and that the foregoing resolution was duly adopted by the Board of Directors at a meeting held on **July 16, 2025**, at which a quorum was present, and that such resolution is now in full force and effect.

Date: \_\_\_\_\_

By: \_\_\_\_\_

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

**Title: Secretary, Board of Directors**

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**NOTARY**

Date: 12/3/2025

By: Myrta Gschaar

Name: Myrta Gschaar

**Title: President, Notary Public Myrta Gschaar- Michigan**

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