

## Resolution of the Board of Directors

### Adoption of Legal & Compliance (Michigan) Never Forget 911 Memorial Inc.

A Michigan Nonprofit Corporation  
Board members have a [fiduciary duty](#)

**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 and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Corporation is subject to the **Michigan Nonprofit Corporation Act (Act 162 of 1982)** and all other applicable federal, state, and local laws and regulations governing nonprofit organizations; and

WHEREAS, the Board of Directors has the legal responsibility to ensure that the Corporation operates in compliance with applicable laws, regulations, governing documents, and adopted policies; and

WHEREAS, Michigan nonprofit law imposes fiduciary duties of **care, loyalty, and obedience** upon directors and officers of nonprofit corporations; and

WHEREAS, the Board of Directors desires to formally adopt and affirm legal and compliance standards specific to Michigan nonprofit governance to promote accountability, transparency, and long-term organizational integrity;

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## NOW, THEREFORE, BE IT RESOLVED THAT:

### 1. **Adoption of Michigan Legal & Compliance Standards**

The Board of Directors hereby adopts and affirms compliance with all applicable provisions of the **Michigan Nonprofit Corporation Act (Act 162 of 1982)** and other relevant federal, state, and local laws governing nonprofit corporations.

### 2. **Fiduciary Duties of Board Members**

All Directors and Officers of the Corporation shall at all times uphold their fiduciary duties of:

- **Care** – acting in good faith, with reasonable diligence and informed judgment;
- **Loyalty** – acting in the best interests of the Corporation and avoiding conflicts of interest;
- **Obedience** – ensuring the Corporation operates in furtherance of its charitable mission and in compliance with applicable law and governing documents.

### 3. **Board Composition Requirements**

The Corporation shall maintain a Board of Directors consisting of **no fewer than three (3) Directors**, as required under Michigan law, and **no more than seven (7) Directors**, unless otherwise amended in the Bylaws.

A **quorum** for the transaction of business shall consist of **three (3) Directors**, unless a greater number is required by the Bylaws or applicable law.

- When a quorum is present, actions of the Board shall be approved by the **affirmative vote of a majority of Directors present**, unless otherwise required by law, the Articles of Incorporation, or the Bylaws.
- When **only three (3) Directors are present**, all three Directors must vote affirmatively to approve Board actions.
- When **more than three (3) Directors are present**, approval shall require a majority vote of those Directors present at the meeting.

An **Alternate Director**, when duly authorized and acting pursuant to Board resolution, shall be **considered an official Director for purposes of quorum and voting** during such authorized participation.

### 4. **Officers of the Corporation**

The Corporation shall designate Officers, including at minimum a **President, Secretary, and Treasurer**, in accordance with Michigan law and the Corporation's Bylaws.

The Board of Directors may appoint a **chief management agent**, including an **Executive Director**, by separate Board resolution, to manage the day-to-day operations of the Corporation under the supervision of the Board.

The same individual may hold more than one office, **but may not hold all offices simultaneously**, as required by Michigan law.

The Corporation may also appoint **assistant or additional officers**, including but not limited to a **Vice President** and a **Digital Secretary**, on an as-needed basis, as determined by the Board of Directors.

5. **Governance Documents and Policies**

The Board of Directors shall ensure that the Corporation maintains current and adopted governing documents, including Articles of Incorporation, Bylaws, resolutions, and policies necessary to support legal compliance and sound governance practices.

6. **Oversight and Ongoing Compliance**

The Board of Directors shall exercise ongoing oversight to ensure compliance with legal requirements, filing obligations, record-keeping standards, and reporting duties, and may delegate monitoring responsibilities to appropriate officers or committees while retaining ultimate authority.

7. **Effective Date**

This Resolution shall take effect immediately upon adoption and shall remain in force unless amended or repealed by the Board of Directors.

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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: Director Acting Secretary, Board of Directors**

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**NOTARY**

Date: 12/03/2025

By: Myrta Gschaar

Name: Myrta Gschaar

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

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