

Resolution of the Board of Directors

Adoption of Advisory Boards

Advisory Board members are volunteers (no compensation)

Date Adopted: July 16, 2025

Adopted at: 6655 S Summerway Ct Lambertville, MI 48144

WHEREAS, the Board of Directors has recognized that the nonprofit organization has specific skilled volunteers helping with the project at and away from the Board of Director meetings, which all is in favor of giving recognition and a purpose to them in this project to secure an asset that they bring to the organization's project;

WHEREAS, the Board has determined that establishing a specific skill base advisory board will ensure ongoing commitment, ownership, operational continuity, and oversight of the specific project from before start, to reasonably consulting without accountability after completion;

WHEREAS, these specific board members and its leader (s) **all** shall be a volunteer as long as they want, no length of serving times nor limitations, until otherwise changed by a meeting of votes with the Board of Directors, as well as with Board of Directors approved reimbursements when requested;

WHEREAS, the Board reserves to itself ultimate governance authority, and these advisory boards shall be distinct from and not supplant the corporate officers or Board duties. It is also allowed for an Advisory Board Leader (*no more than 1 member per Advisory Board*) to act as a Director or Officer in the organization;

WHEREAS, at this meeting a quorum of Board members was present, and the following motion was made:

NOW, THEREFORE, IT IS RESOLVED THAT:

1. The Board hereby approves the creation of the specific Advisory Board (s). The Board approvals are as follows: Accessibility, Construction, Architect, Library, Broker, and Grant Writer. The Board reserves the right to evaluate, change, remove, or cancel any of the specific boards.
2. The Board authorizes that Scott Heacock leads the Architect Advisory Board and is approved for expense reimbursements if submitted to the Board of Directors up to 1 year after the completion of the working in progress project.
 - a. The following are appointed to lead other specific boards as follows:
 - i. Wendy Wiital to lead the Accessibility Advisory Board. Approved to be an Officer,
 - ii. Chase Lindecker to lead the Construction Advisory Board, Approved to be a Proxy for an Director and not allowed to be a voting member in relation to any works of the Construction Advisory Board,
 - iii. Jodi Russ to lead the Library Advisory Board, approved to be a director and not allowed to be a voting member in relation to any works of the Library Advisory Board,
 - iv. Myrta Gschaar to lead the Broker Advisory Board, and approved to be an Officer and the Ex-Officio,
 - v. Bernadette Opsahl to stand in as acting leader until the Board can appoint a leader for the Grant Writer Advisory Board. Bernadette is approved to be an Officer or Director with the understanding as well can not vote on related matters to the Grant Writer Advisory Board.

All to be an asset as skilled board members and related consulting for the Never Forget 911 Memorial Inc. project, on a volunteer basis. Advisory Board members are authorized to serve as either an Officer or a Director. If a Director, the advisory board leader must recuse themselves of any voting opportunities needed in relation to the specific board that the Director is a part of.

3. These boards shall be distinct from the Board's corporate officers and shall not carry voting rights on the Board by virtue of holding the Advisory Board Leader position or the advisory board vetted members (volunteer staff positions) in the organization.
4. The Board directs that the Bylaws be amended to include provisions for the specific Advisory Boards, appointment for those mentioned, duties, authority, limitations, term, removal, and evaluation of the specific boards, consistent with the bylaws and the above Resolution language (or other language approved by the Board).
5. The Board authorizes the Secretary (or another designated officer) to prepare the proposed amendment presented to the Board as a Resolution and distribute the updated Bylaw Amendment final Resolution, and to oversee ensuring the governing documents are updated if necessary.
6. This resolution was entered into the official minutes of the Board, and the Board affirms that the motion was made by Proxy Director Chase Lindecker, seconded by Executive Director Bernadette Opsahl, and that all present voted in favor, with no dissensions and no abstentions.

Accessibility Board Responsibilities:

Manages the development of accessibility guidelines and standards for various aspects of the project. Provides technical assistance and training on these guidelines and standards, and it enforces accessibility requirements at state facilities such as the public library.

Construction Board Responsibilities:

Provides strategic planning, financial oversight, risk management, and ensuring legal and ethical compliance without holding formal decision-making authority. Give support in selecting vendors, approving budgets, and monitoring project outcomes.

Architect Site Designer Advisory Board:

Provides expert, non-binding advice and guidance on architectural design and site-related aspects of the project.

Library Advisory Board Responsibilities:

Provides advice and recommendations to the library on various matters, such as policies, services, and the annual budget.

Broker Advisory Board Responsibilities:

Overseas operations, risk management, compliance, real estate, financial sectors, recruiting, partnerships, and business development.

Grant Writer Advisory Board Responsibilities:

Provides guidance and expertise for grant writing. Assists with grant proposal development and fundraising strategies. Gives advice on various aspects of grant writing, including project development, community engagement, and securing funding.

Legal/Financial Advisory Board Responsibilities:

Provides strategic guidance and support to the organization, focusing on financial and legal matters without holding formal decision-making authority. Offers expertise in financial planning, risk management, and regulatory compliance, as well as facilitating networking and enhancing the company's reputation.

Site Developer Advisory Board:

Provides guidance and insights related to the design and functionality of developer-focused websites or platforms.

CERTIFICATION

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 Director**

NOTARY

Date: _____

By: _____

Name: _____

Title: **President, Notary Public** _____
