

Board of Directors - Duties and Responsibilities

Effective Date: August 3, 2025

Approved by: ALDHA Board of Directors

Board Member at Large

Position Overview:

A Board Member at Large is a full voting member of the Board of Directors who is not assigned officer duties. This role is designed to be adaptable, allowing the member to support board initiatives and organizational needs as they arise. The Board Member at Large plays a strategic, representational, and advisory role across a wide range of board functions.

Duties and Responsibilities:

- Participate in all board meetings and vote on motions
- Provide input and guidance on strategic decisions
- Serve as chair or member of standing and ad hoc committees
- Support organizational events and outreach efforts
- Represent the organization's values and mission, especially within the hiker community
- Assist with tasks or initiatives assigned by the board chair

Unique Role Characteristics:

Board Members at Large are not bound by defined officer responsibilities, offering them the flexibility to step into a variety of board-related functions. Their assignments are typically based on board priorities and may evolve over time. This makes them valuable assets in responding to emerging needs or special projects.

Representation on Behalf of ALDHA:

A key function of the at-large role is to represent the interests and perspectives of the ALDHA membership. This includes:

- Attending ALDHA events and those hosted by related organizations
- Building relationships with members and potential members

- Gaining insight into the culture and concerns of the long-distance hiking community

Strategic Value:

By bringing diverse experiences, knowledge, and perspectives to the board, Board Members at Large help strengthen governance, enrich discussions, and expand the board's collective expertise. Their adaptability and broad scope of engagement make them vital to the board's operational resilience and community connection.

Board Officers

The roles and duties of each officer are defined in the ALDHA Bylaws. There are five officers - Coordinator, Assistant Coordinator, Treasurer, Recording Secretary, and Membership Secretary. Subject to the same duties and responsibilities of at large directors, officers also have the following specific functions:

Coordinator

The Coordinator shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall oversee the processes of governing by the Board. The Coordinator, when acting as ALDHA's Operational Manager, is empowered to appoint people to special voluntary positions within the Corporation, including facilities and program chairmen of the Gathering; ALDHA program managers; and editors of publications. The Coordinator shall sign all corporate documents required by law, and attested to by the Recording Secretary.

Assistant Coordinator

In the absence of the Coordinator or in the event of the death, inability or refusal to act, the Assistant Coordinator shall perform the duties of the Coordinator and when doing so, shall have all the powers of and be subject to all the restrictions upon the Coordinator. The Assistant Coordinator shall perform such other duties as from time to time may be assigned to him or her by the Coordinator or the Board of Directors.

Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and other financial instruments and financial records of the Corporation, receive and give receipts for disbursements, and deposit all monies in the name of the Corporation in such banks and

other financial institutions as shall be selected in accordance with these Bylaws. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Coordinator or the Board of Directors.

Recording Secretary

The Recording Secretary shall keep the minutes of the proceedings of the Board of Directors and the members; see that all notices are given in accordance with these Bylaws, be the custodian of the records of the Corporation, except the financial records and the membership list, and shall see that all corporate documents are properly executed and shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Coordinator or the Board of Directors. The Recording Secretary shall attest/witness any instruments signed by any other officer of the Corporation.

Membership Secretary

The Membership Secretary shall keep the membership list of the corporation, shall record applications for membership, payment of dues, renewal of membership and expiration of membership, shall keep up to date the address and telephone numbers of the members in a directory and shall make the directory available to the members, and shall perform all duties incident with the office of Membership Secretary and such other duties as from time to time may be assigned to him or her by the Coordinator or the Board of Directors. The Membership Secretary shall deliver a written statement on the current status of the membership at every meeting of the Board of Directors and at the annual member meeting.

ALDHA Board of Directors Guidelines (subset of Board Binder)

The **Appalachian Long Distance Hikers Association (ALDHA)** Board of Directors serves as the governing body responsible for overseeing the organization's mission, finances, and strategic direction. Below is a summary of key guidelines for board members:

Role of the Board

- The board ensures ALDHA operates in alignment with its mission to support long-distance hikers.
- Members must actively participate in governance, staying informed about ALDHA's activities and financial health.
- The board meets regularly, maintaining records of minutes, reports, and budgets.
- It appoints, evaluates, and, if necessary, replaces operational volunteers, ensuring proper oversight.

Board Diversity

- New Hampshire law requires at least **five voting members**, ensuring diversity in perspectives and public confidence.
- The board should recruit individuals with varied skills, life experiences, and financial expertise.
- Term limits help maintain board vitality, with honorary roles available for experienced members.

Board members owe fiduciary duties to ALDHA:

- **Duty of Care** – Act prudently, make informed decisions, and oversee the ALDHA Operations Manager.
- **Duty of Loyalty** – Publicly uphold and abide by all approved board motions and policies, demonstrating accountability and respect for organizational governance.
- **Duty of Obedience** – Ensure ALDHA adheres to its mission, donor restrictions, and legal requirements.

Fulfilling the Duty of Care

- Attend meetings regularly and come prepared by reviewing relevant materials.
- Engage actively in discussions and decision-making.
- Exercise independent judgment and speak up when necessary.

- Ensure accurate recordkeeping and documentation of board actions.
- Contribute to strategic planning for ALDHA's long-term success.

Fulfilling the Duty of Loyalty

- Support and communicate board decisions respectfully, even when personally dissenting.
- Avoid conflicts of interest and disclose any potential or actual conflicts promptly.
- Uphold confidentiality related to board deliberations and sensitive information.
- Demonstrate unity and organizational alignment in public forums and interactions.
- Promote transparency and trust within the board and the broader ALDHA community.

Fulfilling the Duty of Obedience

- Ensure decisions align with ALDHA's mission, values, and stated goals.
- Honor donor intent and use restricted funds as designated.
- Monitor compliance with applicable federal and state laws, including nonprofit governance standards.
- Review and approve policies that reinforce ethical conduct and legal adherence.
- Advocate for programming and initiatives that fulfill ALDHA's charitable purpose.

Financial Oversight

- Enforce internal controls to prevent fraud and mismanagement.
- Develop and approve a realistic annual budget.
- Review financial reports, audits, and IRS filings with diligence.
- Evaluate fiscal health regularly and address any discrepancies promptly.

These guidelines help ALDHA maintain transparency, accountability, and effectiveness in serving the hiking community.