SEPTEMBER 11TH NATIONAL MEMORIAL TRAIL ALLIANCE

Officer and Board Roles Policy

Adopted by the Board of Directors: October 23, 2026 **Authority:** Articles I, IV, and XV of the Bylaws.

This Policy is adopted by the Board under Articles I, IV, and XV of the Bylaws and may be amended by the Board without amending the Bylaws. Where this Policy conflicts with the Bylaws, the Bylaws control.

Part 1 — Board-Level Roles

The Bylaws (Article I, Section 1.2) establish three board-level roles. This Part states what each is expected to do.

1.1 Director (voting board member)

- A full, voting member of the Board with the fiduciary duties of care, loyalty, and obedience under Virginia law.
- Attends and prepares for Board and committee meetings; reviews materials in advance.
- Provides governance and strategic oversight — the Board sets direction, approves budgets, and stewards resources; it does not itself build or operate the trail.
- Supports fundraising and helps broaden the Alliance's reach and resources.
- Serves as an ambassador, raising awareness and representing the Alliance in the community.
- Term-limited per Bylaws Article II — a maximum of nine (9) years of consecutive service, counting all service as a Director (Bylaws Section 2.4).

1.2 Strategic Advisor *(formerly "Advisory Member")*

- Appointed by the Board to provide expertise and perspective.
- Non-voting at the full Board, but may serve on and vote within committees.
- Invited to attend Board meetings and contribute to initiatives.
- Term-limited (term set by the Board on appointment).

1.3 Honorary Member

- A former Director recognized for past service.
- Non-voting at the full Board, but may serve on and vote within committees.
- Serves a one-year term, renewable by Board invitation.
- The standing off-ramp for Directors who reach the term limit and wish to stay engaged (Bylaws Section 2.4).

Part 2 — Officer Duties

Officers are elected from among the Directors (except the President) and serve staggered two-year terms per Bylaws Article IV. Each officer performs the duties below, together with such other duties as the Board assigns.

2.1 The Chair

- Presides at all meetings of the Board and the Executive Committee.
- Provides general supervision of the affairs of the Alliance.
- Supervises the President, who reports to the Chair; monitors staff implementation of Board decisions between meetings.
- Keeps the Board informed and consults freely with Directors.
- Acts on behalf of the Board in all matters within its jurisdiction and carries out the purposes for which the Alliance was organized.
- Signs contracts authorized by the Board (alone, unless the Board requires an additional signature).
- Serves jointly with the President as spokesperson for the Alliance.
- Is an ex-officio voting member of all committees.

2.2 The Vice-Chair(s)

- Assists the Chair in supervising the activities of the Alliance.
- Performs the duties of the Chair in the Chair's absence or disability, with all the powers of the Chair.
- Performs other duties prescribed by the Board.

2.3 The Secretary

- Ensures the preparation of accurate minutes of all meetings of the Board and the Executive Committee, and distributes them promptly to Directors.
- Is responsible for serving notices on behalf of the Alliance, including notice of all Board meetings.
- Oversees the maintenance of corporate records (other than financial records), including documents of title, and the filing of documents (other than tax returns) with the proper officials.
- Has custody of the corporate seal, with authority to delegate its use.
- Oversees proxy voting.

2.4 The Treasurer

- Oversees the financial resources of the Alliance — cash, securities, and other assets — and ensures funds are deposited in the Alliance's name in Board-designated depositories.
- Keeps, or causes to be kept, complete and accurate accounts.
- Provides the Board with financial reports at least quarterly and an annual audited financial statement.
- Ensures the preparation of budgets and the filing of all tax returns.
- Arranges audits as necessary and chairs the Finance Committee.
- Is bonded as appropriate to the Alliance's budget and endowment.

2.5 The President (Chief Executive)

- Is the chief executive of the Alliance, employed by and reporting to the Board through the Chair; a non-voting officer and ex-officio member of all committees.

- Has general charge of the business, affairs, and property of the Alliance and general supervision of its staff.
- Carries out the purposes of the Alliance consistent with the Bylaws and Board policy, and is responsible for professional administration and day-to-day operations.
- Appoints and discharges professional staff as authorized in the approved budget; incurs expenses within the approved budget or as the Board instructs.
- Serves jointly with the Chair as spokesperson for the Alliance.
- Signs documents as authorized by the Board.
- Compensation is set using the process in Bylaws Article VII.

Part 3 — Service Beyond the Role, Indemnification, and Insurance

- Directors and officers are sometimes asked to do work that is not part of governance — site visits, signage, event marshalling, leading a ride. Bylaws Section 10.2 indemnifies that service to the same extent as service in office, and Bylaws Section 10.4 leaves the insurance for it to this Policy.
- Directors and officers liability insurance responds to governance acts. It should not be assumed to respond to a claim for bodily injury or property damage arising from physical work on or near the trail; that is the province of general liability and volunteer accident cover.
- Before a Director or officer is asked to undertake work of that kind, the President or the Chair confirms with the Treasurer that the Alliance's current cover responds to it, or that the host land manager's cover does. Where neither does, the work is not undertaken in the Alliance's name.
- The Finance Committee reviews the adequacy of the Alliance's insurance annually and reports to the Board (Committee Charters Policy).

Part 4 — Onboarding and Review

- The Governance Committee maintains a recruitment and orientation program for new Directors and officers.
- Roles and expectations under this Policy are reviewed by the Governance Committee at least annually and updated as the Alliance grows.