

ASRC Board of Directors Member Job Aid



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Congratulations! Your Group elected you as a delegate to the Appalachian Search and Rescue Conference (ASRC) Board of Directors (BOD). You're now a member of the ASRC BOD: an ASRC Director! (Representative, delegate, and ASRC BOD member are different terms for the same thing.) You represent your Group's interests to the rest of the ASRC, and help manage the ASRC as a whole. You balance the interests of your Group and those of the ASRC.

CORPORATE DIRECTOR ROLE

The following is for the ASRC as a Virginia corporation, but the principles apply if you're on your Group's BOD. You have been elected to be an ASRC Director by the ASRC Certified Members of your Group. An unofficial but authoritative legal analysis of Virginia law on corporations strongly suggests that, while considering and voting on motions at an ASRC BOD meeting, your primary responsibility is to the ASRC more than your Group. (For other organizations, for example some state SAR Councils, representatives' primary responsibility may be to vote the individual team's best interest. It depends on how the organization is structured.) You can still represent the interests of your Group to the entire ASRC, but Virginia law says: "A director shall discharge his duties as a director, including his duties as a member of a committee, in accordance with his good

faith business judgment of the best interests of the corporation." The corporation, in this case, is the ASRC, and not the individual Group. For more, see: https://www.vscpa.com/sites/default/files/resources/Responsibility2012_0.pdf and for the specific relevant law, see: <https://law.lis.virginia.gov/vacode/title13.1/chapter10/section13.1-870/>.

ASRC BOD MEMBER ROLE

You should be engaged in ASRC-level ("Conference level") activities. Attend the quarterly BOD meetings, usually alternating between in-person and online. If you can't attend a meeting, follow your Group's procedures to get an alternate to serve. For corporate BOD meetings, unlike membership meetings, proxy BOD votes are, by law, *not* permitted. Discussion might lead you, based on the best interests of the corporation, to vote differently than directed by a proxy. If an alternate will attend, email the name and contact info of your alternate to secretary@asrc.net and chair@asrc.net, preferably *before* the meeting.

Bring your Group's thinking with you to ASRC BOD meetings: *represent* your Group's interests to the rest of the ASRC (thus "ASRC Rep"). This can be your feel for the consensus of Group members, a position taken by your

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ASRC BOD Member/Rep/Delegate Job Aid



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Group's leadership, or an item specifically given to you to bring to an ASRC BOD meeting.

For a specific motion your Group would like presented at an ASRC BOD meeting, please correspond with the ASRC Secretary to make sure it is put on the agenda. Circulate it ahead of time using the OWG email list (openworkinggroup@asrc.net), which should reach all ASRC BOD members and others interested in ASRC BOD activity. Monitor the OWG discussion that follows, both by email and at the biweekly OWG meetings.

Let your Group know what's going on at the ASRC level. Tell them the highlights of ASRC BOD meetings, and things the other ASRC Groups and Corps are doing. Talk up ASRC events to Group members.

WHAT TO DO AS A NEW REP

Ask the ASRC IT Team (it@asrc.net) to assign you an "@asrc.net" account and email. You can forward the email to another email. Someone in your Group (possibly you) should notify chair@asrc.net and secretary@asrc.net of your assuming this position. They will add you to the Open Working Group email list.

The ASRC holds online Open Working Group (OWG) meetings, usually every oth-

er Thursday at 8 PM. ([Click here](#) to join the meeting or call in (audio only)+1 689-206-0314,,57553358# phone Conference ID: 575 533 58#) Attendance is not required but it's a good place to learn and network and most ASRC BOD members attend when they can.

We strongly recommend Groups set up (and maintain) aliases like asrcrep@amrg.info that can be redirected to your email.

MORE INFORMATION

The asrc.net website has links to our governing documents, please review them. The link to archive.asrc.net leads to ~50 years of ASRC documents (direct link: <http://www.archive.asrc.net/#IDASRC-Admin-ASRC-BOD-Membership-Minutes-etc->). Review the past year or two of ASRC BOD minutes, and read <http://www.archive.asrc.net/2016-11-04-ASRC-Early-History-draft-0.4.pdf>.

There is a link at asrc.net for the ASRC Intranet site (you can also type home.asrc.net into your browser or click <https://appalachiansearchandrescue.sharepoint.com/>). You can access the Intranet with your @asrc.net email account. It has the schedule for ASRC events and the schedule links for ASRC meetings.