



## **Private Directors Association – Chicago Chapter Executive Committee Guidelines (Approved by the Executive Committee February 2026)**

### **Purpose of the Committee**

The Executive Committee (the "Committee") is a volunteer working committee of Chicago Chapter (the "Chapter") of the Private Directors Association, NFP (the "PDA"). The Committee's purpose is to provide guidance to the President of the Chapter (the "Chapter President") regarding the Chapter's programs, membership, sponsorship, and implementation of governance/policies of the PDA.

### **Committee Membership, Organization and Meetings**

- The Executive Committee shall consist of the Chapter President, the Vice President of the Chapter, the immediate past Chapter President, the chairs of each of the standard committees of the Chapter established by the Committee and four at large members.
- The Committee shall meet on a regular basis as determined by the Chapter President, who shall serve as chair of the Committee (the "Chair"). The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Chair. A majority of the members of the Committee shall constitute a quorum for Committee action at any meeting of the Committee, and the act of the majority of Committee members present and voting at a meeting at which a quorum is present shall be the act of the Committee.
- Each member of the Committee shall be a member in good standing of PDA and the Chapter and shall continue as a member until the end of the PDA fiscal year (currently December 31<sup>st</sup>).
- Each member of the Committee shall:
  - strive to attend not less than 75 percent of the meetings scheduled for the year;
  - work in a collaborative manner with other committees and the PDA; and
  - agree to and abide by the PDA Code of Conduct.

Members shall not receive compensation for the performance of their duties on the Committee.

- The Chapter President shall:
  - be appointed by the board of directors of the PDA;
  - commit, prior to becoming Chapter President, to (i) serve a term of at least two years as Chapter President and an additional one year term as immediate past chapter president to facilitate a smooth transition, (ii) assist in identifying a successor Chapter President, and (iii) communicate

periodically to incoming and current Committee members the Committee's expectations, responsibilities and priorities;

- set the agenda and, when present, preside over Committee meetings; and
- as needed, report orally or in writing to the PDA Board of Directors on relevant matters discussed at the most recent Committee meeting and prepare reports or summaries of each meeting.

### **Duties and Responsibilities**

- Serving, as requested, as the primary sounding board for the Chapter President.
- Developing policies as necessary for the smooth and efficient operation of the Chapter, consistent with policies of the PDA and provide for implementation of policies of the PDA applicable to the Chapter.
- Arranging for and spending funds for Chicago Chapter activities following approval of such expenditures and for the purposes as directed by the PDA.
- Reviewing annually the performance of the Committee.
- Reviewing these Guidelines annually and seeking review by the Nominating and Governance Committee of any proposed changes prior to their adoption by the Committee.