

**Design Professional Coalition**  
**Nominating Committee Charter**  
**and Supporting Information**  
June 17, 2023

**1. Purpose and Objective**

The purpose of the DPC Nominating Committee is to ensure the effective governance of the organization by identifying, recruiting, and nominating qualified individuals to serve on the Executive Committee. The committee aims to promote diversity, expertise, and a strong commitment to DPC's mission among Executive Committee members.

**2. Composition and Appointment**

2.1 The committee shall consist of a minimum of three members, including one Executive Committee member who serves as the committee chair.

2.2 The committee members, excluding the chair, shall be appointed by the Executive Committee chair and Nominating Committee chair.

2.3 The chair of the committee shall be selected by the Executive Committee Chair and shall serve a term determined by the chair.

2.4 Committee members shall have a good understanding of the organization's mission and strategic plan.

**3. Responsibilities**

3.1 Identify and Assess Potential Executive Committee Members:

3.1.1 Develop and maintain a profile of desired skills, experience, and characteristics for Executive Committee members.

3.1.2 Regularly review the composition of the Executive Committee and identify gaps in firm size, geographic coverage, firm ownership model, primary market areas and diversity.

3.1.3 Seek out and evaluate potential candidates who possess the desired qualifications and align with the organization's mission and strategic goals.

3.1.4 Conduct due diligence on potential candidates.

3.2 Nomination and Election Process:

3.2.1 Present qualified candidates to the Executive Committee for consideration.

3.2.2 Facilitate the nomination and election process, including soliciting nominations from Executive Committee members and Executive Director.

3.2.3 Ensure transparency and fairness in the nomination and election procedures.

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3.3 Executive Committee Development:

3.3.1 Develop and implement an orientation program for newly appointed Executive Committee members.

3.4 Charter Review: regularly review and update the committee's charter as necessary to ensure alignment with DPC's needs and best practices.

**4. Committee Meetings**

4.1 The committee shall meet as deemed necessary to fulfill its responsibilities.

4.2 Meeting agendas and minutes shall be maintained and made available to the Executive Committee and Executive Director.

**5. Amendments and Approval**

5.1 Any amendments to this charter shall be proposed by the committee chair and approved by the Executive Committee.

5.2 The charter shall be reviewed annually and updated, as necessary.

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<b>Pertinent Excerpts from DPC Bylaws: Executive Committee Section</b>
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The Executive Committee shall consist of a Chair and not less than five (5) members or more than twelve (12) members.

Included in that number are a Chair, a Vice-Chair, a Secretary-Treasurer, an Immediate Past Chair, and others designated as Members-at-Large.

All Executive Committee members shall be currently employed by member firms.

If a member of the Executive Committee is no longer employed by a member firm, they must resign from the Executive Committee and must withdraw from the DPC

**Offices and Duties of Officers**

**Chair.** The Chair shall:

- preside at all meetings of the Executive Committee and General Membership;
- designate those having authority to approve checks drawn against the DPC funds;
- appoint chairs and members of committees;
- serve as spokesperson for DPC;
- propose an annual budget for adoption at the winter General Membership meeting;
- possess all powers normally exercised by an organization's chair.

**Vice-Chair.** The Vice-Chair is next in command and successor to the Chair. The Vice-Chair shall act as a close liaison and assist the Chair with their duties and responsibilities as set forth herein and will perform other responsibilities as requested by the Chair and/or the Executive Committee. In the absence or disability of the Chair, the Vice-Chair will preside over all Executive Committee meetings and will perform the duties and exercise the powers of the Chair.

It is expected that the Vice-Chair will prepare for the future role of Chair through the performance of their responsibilities and be elected to the Chair role at the end of the current Chair's term. Should the Chair be unable to complete their term of office, the Vice-Chair shall serve as Acting Chair until the next meeting of the membership when a special election shall be held to fill the vacancy for the remainder of the term. When a Chair is elected by a special election, the Nominating Committee, in its discretion, may nominate the Chair to serve an additional term.

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**Secretary-Treasurer.** The Secretary-Treasurer shall:

- be responsible for recording and distributing minutes or summaries of Executive Committee and General Membership meetings;
- maintain a current membership list and official administrative records of the DPC;
- be responsible for distributing meeting and other notices;
- be in charge of receipts and disbursement of funds;
- maintain financial records of the DPC;
- bill the membership for dues and assessments.

The Secretary-Treasurer may delegate routine responsibilities to staff of DPC. In addition, the Secretary-Treasurer shall: in case of death, resignation, or incapacitation of the Vice-Chair, serve as Acting Vice-Chair until the next meeting of the membership when a special election shall be held to fill the office of Vice-Chair; and perform such duties as assigned by the Vice-Chair.

**Additional Relevant Information**

- An individual may serve as a Member-At-Large for two consecutive terms. An individual may be elected to an additional term after a break in service.
- Not later than April 30th of each year, the Chair shall appoint a *Nominating Committee*. The Committee shall submit a list of nominees for the various offices to the member firms not later than 15 days prior to the Summer General Membership meeting. Recommendations may be submitted to the Committee for consideration. Selection guidelines for nomination include:
  - Geographic balance
  - Active DPC Member (not an Alternate)
  - Promote rotation
  - Maintaining a continuity of leadership
  - Size of firm
  - Diversity
  - Markets Served