

**Producers Guild of America  
Policies and Procedures Manual  
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**MISSION STATEMENT**

The Producers Guild of America (“PGA” or “Guild”) is a nonprofit trade organization that represents, protects, and promotes the interests of all members of the producing team in film, television, and advanced and other media.

**ABOUT THE GUILD**

The Guild invests in its core values that benefit the industry at large. These values are rooted in facilitating employment for its members, advocating for fair benefits and business terms for producers, providing education regarding sustainable practices in production that minimize human and environmental harm, and ensuring a set culture that advances safety and creates viable pathways into the Guild for the next generation of producers, particularly those from populations underrepresented in the industry. Year-round the Guild hosts educational, mentoring, and professional networking programs, as well as industry events that honor excellence in producing.

The Guild is led by its Board of Directors, the fiduciary body responsible for setting the mission, strategic goals, and initiatives of the Guild. The Guild is managed by a dedicated staff who, in furtherance of the Board’s strategic goals and the Guild’s overall mission, is responsible for managing the daily operations of the Guild, including its programs, initiatives, industry relationships, and membership engagement. The Guild maintains various

membership groups that are organized around geographic location, shared interests, and specific initiatives. These membership groups consist of Regions, Committees, Task Forces and Working Groups, and they are each described below in [Membership Groups](#). More information about the PGA's [Board](#) and [staff](#) can be found on the Guild website.

## **THE BOARD OF DIRECTORS**

### **I. Board Composition**

The Board of Directors ("Board") is the Guild's governing body, responsible for establishing the strategic goals and specific initiatives of the organization as stewards of its mission. Generally, the Board shall be comprised of 27 or 28 Board Members. The Board has the discretion to increase the size of the Board if the Guild's membership grows substantially in size or if new membership classes or representative groups are established. The Board Members are as follows:

- President(s) (up to 2)
- Vice President, Producing (1)
- Vice President, Producing Team (1)
- Vice President, Eastern Region (1)
- Treasurer (1)
- Secretary (1)
- Directors, Generally Elected (16)
- Director, Geographic Member Committees (1)
- Directors, Member Committees (2)
- Directors, Task Forces (2)

Please see the Organization Chart attached below as Exhibit A for a visual depiction of the Board. While the Presidents Emeriti do not serve on the Board as voting members, they have a standing invitation to attend all Board meetings, unless the Board decides otherwise.

### **II. Board Duties**

Each Board Member has specific duties as outlined in the Guild Bylaws, as well as fiduciary responsibilities to the Guild that include the duties of care, loyalty, and obedience. All Board Members are required to participate in fiduciary duty training (typically provided at the first Board meeting) so that they fully understand their responsibilities to the organization. Board Members may be required to participate in other trainings from time to time, as may be required by the President(s) or the Board on an annual basis. Each Board Member is expected to agree to and comply with the organizations Articles of Incorporation, Bylaws, and all Guild policies and procedures, as created or modified from time to time.

### **III. Board Qualifications**

**A. Qualifications Applicable to All Board Members:** All Board Members and nominees for the Board must:

- a) be a member in good standing;
- b) have qualifying credits within the last four (4) years or, for feature film, within the last six (6) years, or be an established industry leader with extensive producing experience;
- c) have demonstrated leadership in an area of expertise in the industry;
- d) conduct themselves professionally within and outside the Guild in a manner that reflects

- positively on the Guild;
- e) possess both the willingness and resources to prioritize and sustain the work of the Guild;
- f) possess a network of contacts (generally or within their area of expertise), along with an ability and willingness to leverage those contacts for the Guild;
- g) have a skillset and experience that is commensurate with that required of the specific Board position held or sought; and
- h) be committed to representing and advancing the strategic mission and initiatives of the Guild.

**B. Qualifications Applicable to Specific Board Positions:** In addition to the duties set forth in the Bylaws and the general requirements set forth above, Officers and Directors designated from the Geographic Member Committees, Member Committees, and Task Forces, and nominees for these positions must meet specific additional qualifications as set forth below:

1. President(s): A Guild President or nominee for this position must:
  - a) be a recognized leader in the industry with extensive producing experience; and
  - b) have demonstrated success in cultivating relationships and communicating, convening, and building consensus with and among members, organizational partners, sponsors, and other stakeholders.
2. Vice President, Producing: A Vice President, Producing or a nominee for this position must possess the commitment and ability to connect with and receive input from members responsible for developing and managing the creative and logistical vision of a production (roles traditionally known as "above-the-line") so that they may, where appropriate, elevate to the Board issues specific to such members.
3. Vice President, Producing Team: A Vice President, Producing Team or a nominee for this position must possess the commitment and ability to connect with and receive input from members who support, execute on, and report to those who are ultimately responsible for the creative and logistical vision of a production (roles traditionally known as "below-the-line") so that they may, where appropriate, elevate to the Board issues specific to such members.
4. Vice President, Region: A Vice President from a recognized Region of the Guild or nominee for this position must possess the commitment and ability to connect with and receive input from members of the Region so that they may, where appropriate, elevate to the Board issues specific to the Region, and keep the Region informed of Board activity.
5. Treasurer: A Treasurer or nominee for this position must:
  - a) have the ability to analyze and interpret budgets, financial statements, and other financial documents and make recommendations internally to the Board, accountants, and Guild staff; and
  - b) possess the aptitude for and capacity to interpret, explain, and clearly communicate with members regarding the Guild's budget, financial statements, and other financial documents.
6. Secretary: A Secretary or nominee for this position must:
  - a) have demonstrated the willingness and ability to review, execute, and maintain, in consultation with Guild staff, official Board records and other documents; and
  - b) possess the ability and willingness to oversee Board meeting procedures.

7. Directors, Geographic Member Committees, Member Committees, and Task Forces: A Board Member from a Geographic Member Committee, Member Committee or Task Force, or a nominee for any of these positions must, in furtherance of the Guild's mission and objectives, possess the commitment and ability to connect with the group from which they are selected so that they may, where appropriate, elevate to the Board issues specific to such group, and keep such group informed of Board activity.

#### **IV. Board Nomination and Selection Procedures**

The Officers and Generally Elected Directors on the Board are nominated and elected pursuant to the procedures set forth in Sections A and B, below. The remaining Director positions on the Board (from the [Geographic Member Committees](#), [Member Committees](#), and [Task Forces](#)) are designated by the President(s) to serve on the Board, as described in Sections C through E, below. The Board or the President(s), as set forth in the Guild's Bylaws, may fill a vacancy on the Board.

##### **A. Officers & Generally Elected Directors**

1. Nominations by the National Nominating Committee for Officer and Generally Elected Director positions: The National Nominating Committee is responsible for identifying and proffering nominees for the Generally Elected Director positions and most Officer positions on the Board (all but the [Vice President, Region](#) nominee(s), who are identified and proffered by the Region Steering Group Nominating Committee). The National Nominating Committee has the discretion to decide the number of nominees for the Board and whether to recommend a slate or a competitive election.
  - a) *Objectives*. The objectives of the National Nominating Committee are:
    - i. to identify and deliver a list of nominees who, if elected, will advance the overall mission and initiatives of the Guild, not just issues specific to particular segments of the membership;
    - ii. to find the best nominee for each Officer and Director position relative to the roles and responsibilities of the position being filled on the Board; and
    - iii. to effectively proffer nominees who understand the qualities needed to successfully function in a leadership position on the Board.
  - b) *Quorum*. A majority of the National Nominating Committee members constitutes a quorum. Every act or decision of the National Nominating Committee must be made by a majority of the National Nominating Committee present at a meeting at which a quorum is present. The National Nominating Committee may act at a meeting held in person, electronically (over phone, by video, etc.), or over e-mail. For the avoidance of doubt, voting by email is permitted and a majority vote where a quorum of responses is received is sufficient for the Committee to act (unanimous written consent is not required).
  - c) *Composition*. The National Nominating Committee is composed of a total of 10 or 11 members as follows:
    - i. two (2) Chairs (one (1) existing Board Member and one (1) general Guild member) that are appointed by the Board;

- ii. the Guild President(s); and
- iii. seven (7) members appointed by the Chairs (no more than three (3) of whom may be current Board Members).

d) *Eligibility Requirements.* All members of the National Nominating Committee must:

- i. be a member in good standing;
- ii. understand the strategic direction and prominent initiatives of the Guild;
- iii. not be running for election to the Board (recusal is not sufficient), with the exception of Officers running for a second term, or otherwise have a conflict of interest that interferes with their participation on the National Nominating Committee; and
- iv. be committed to the ideal of selecting nominees who will be able to advance the Guild's national mission and initiatives.

e) *Eligibility Recommendations:* In order to create a balanced National Nominating Committee, the Guild recommends that at least some members of the National Nominating Committee and/or the National Nominating Committee itself:

- i. possess a national network of Guild members such that they will be able to recruit people to seek elected office;
- ii. reflect the current demographics of the Guild as demonstrated in application materials, profiles, census forms, or other information from, or audits of, members;
- iii. understand the interests of the various Guild groups;
- iv. understand the interests of members producing across a variety of genres, formats, and/or disciplines;
- v. reflect the Guild's promotion of access, diversity, equity, and inclusion;
- vi. possess a strong understanding of the producing industry trends and shifts in the field (i.e., emerging/advanced media, disruptive business models, technology); and/or
- vii. have previous experience serving on a board of directors or a nominating committee for a large organization.

2. Nominations by Petition for Generally Elected Director positions: Individuals who seek a nomination by petition must:

- a) request a petition form from PGA staff;
- b) provide evidence that they meet the requirements to serve on the Board as set forth in Section III.A; and
- c) receive a minimum of 100 endorsements from members in good standing that they are eligible and appropriate to serve on the Board.

PGA staff must receive all documents and endorsements by no later than thirty (30) days before ballot closure.

3. Board Nomination and Election Timeline: Please see the [Election Timeline](#) attached below as Exhibit B for a complete list of the Board's nomination and election deadlines.

## **B. Vice President, Region (1)**

Each Region of the Guild has one (1) Vice President that sits on the Board as an Officer. Nominees for

this position are proffered by a Region Nominating Committee and voted on by the members of the Region. Currently, the Guild has only one (1) Region – the Eastern Region. Please see [Regions](#), below, for a full description of Guild Regions and the Region Nominating Committee process.

**C. Director, Geographic Member Committee (1)**

There is one (1) Geographic Member Committee Director on the Board. It is a position that rotates on the Board by Geographic Member Committee every one (1) to two (2) years in alphabetical order such that the perspectives of different Geographic Member Committees are included on a regular basis. The President(s), after consulting with the Chairs of the Geographic Member Committee that is up next in the Board rotation to serve on the Board, shall designate one (1) Chair to sit as a Director on the Board. If neither Chair is able or willing to serve on the Board, the President(s) shall designate a Chair of the Geographic Member Committee that is up next in the Board rotation to serve on the Board.

**D. Directors, Member Committees (2)**

There are two (2) Member Committee Directors on the Board, each designated by the President(s) so that the perspectives of different Member Committees are included on the Board on a regular basis. The President(s), after consulting with the Member Committee Chairs who are able and willing to serve on the Board, their respective Committee members, and Guild staff, as appropriate, shall designate two (2) Chairs, each from a different Member Committee, to sit as Directors on the Board.

**E. Directors, Task Forces (2)**

There are two (2) Task Force Directors on the Board, each designated by the President(s) so that the perspectives of different Task Forces are included on the Board on a regular basis. The President(s), after consulting with the Task Force Chairs who are able and willing to serve on the Board, their respective Task Force members, and Guild staff, as appropriate, shall designate two (2) Chairs, each from a different Task Force, to sit as Directors on the Board.

**V. Executive Committee**

- A. Authority:** The Executive Committee has the full authority of the Board, subject to the restrictions set forth in the Bylaws.
- B. Composition:** The Executive Committee shall consist of the Officers of the Guild and two (2) Generally Elected Directors who shall be appointed by the Board. The Officers shall recommend to the Board two (2) Generally Elected Directors for appointment to the Executive Committee, and the Board shall consider the recommendation and appoint the two (2) Generally Elected Directors to serve on the Executive Committee.
- C. Terms:** Each Executive Committee member shall serve on the Executive Committee for the period of their existing Board term, except for the two (2) Generally Elected Directors. Provided they are still serving as Generally Elected Directors, the two (2) Generally Elected Directors on the Executive Committee each shall serve a two (2) year term that is concurrent with the terms of the Officers, and each shall not serve more than two (2) consecutive terms. After reaching their term limit, Generally Elected Directors must take a one (1) year break from service on the Executive Committee.

**VI. Presidential Advisory Panel**

President(s) may create and appoint members to a Presidential Advisory Panel, the members of which shall, at the

request of the President(s), provide counsel and advice regarding Guild matters. President(s) have the right, but not the obligation, to create this Advisory Panel, which may be composed of Guild members and/or non-members, as selected by the President(s). If created, it is recommended that the President(s) include on this Advisory Panel the President(s) Emeriti, as well as perspectives from across the producing team and from nonproducers who may be able to elevate and advance the initiatives of the Guild. A Presidential Advisory Panel shall not include sitting Board Members other than the President(s), although sitting Board Members may be called upon and invited to meetings as needed.

## **STAFF**

The Guild's staff is responsible for carrying out the daily administration of the objectives set forth by the Board. Unless otherwise determined by the Board, the National Executive Director/CEO shall be responsible for and have the full power and authority to manage the Guild's daily operations – including, without limitation, the creation and administration of the Guild's programs, policies, initiatives, industry relationships, events, activities and member engagement – through staff hired with the approval of the National Executive Director/CEO and Associate National Executive Director. Guild staff, as designated by the Board and/or the National Executive Director/CEO, shall be authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild for the Guild's operations. Further, Guild staff shall have the authority to modify this Policies and Procedures Manual, as well as other Guild policies, so long as such updates are in furtherance of the Guild's mission and purpose, and consistent with the Board's directives. Guild staff shall have any other powers and perform all other duties, as prescribed by the Board, except for those powers and duties which are specifically reserved by the Board or may not be delegated by the Board.

## **MEMBERSHIP**

The PGA has one (1) type of membership. All members have access to a wide range of Guild benefits, including engaging educational webinars and panels, professional networking and mentorship opportunities, industry events, screeners, Guild discounts, and more!

Recruitment is always a priority at the Guild, and we encourage Guild members to recruit eligible colleagues to join. Information about eligibility and the application process can be found on the Guild website. PGA staff is responsible for administering the membership application process and making eligibility determinations in accordance with the Code of Credits and other membership requirements, in consultation with the Membership Task Force, as appropriate.

### **I. Fees and Dues**

The Guild collects membership fees and dues in order to help fund its many programs, events, and initiatives. Membership fees, dues, and any discounts thereto, are determined and may be modified by the Board in the Board's full discretion. Members may choose to make additional donations and/or contributions to the Guild and/or its 501(c)(3) affiliate, the Producers Guild of America Foundation, in furtherance of Guild activities.

#### **A. Change in Membership Status**

Membership dues are payable annually. The Guild staff will send a reminder to members when it is time to pay their annual dues. Members who do not pay their dues on time will lose access to benefits and receive notifications about how to pay their dues so that they may resume as a member in good standing with access to benefits. If a member has not paid their dues for sixty (60) days, a late fee will



be charged in addition to the annual dues. Individuals who fail to pay their dues for more than two (2) years may be required to demonstrate their continued eligibility for the Guild under current membership requirements. Questions regarding membership fees and dues should be directed to [billing@producersguild.org](mailto:billing@producersguild.org).

## **B. Membership Hold**

We understand that our members may need to pause their membership due to financial or other reasons. A member may request a membership “hold” by emailing the PGA at [billing@producersguild.org](mailto:billing@producersguild.org) prior to the date they are due to renew their annual membership. If a member does not notify the Guild within sixty (60) days following their membership renewal date, that member will be charged their normal annual dues and a late fee. A member who wishes to go on “hold” will continue to receive benefits for the remainder of their membership year and thereafter their hold period will begin. Members on “hold” will not be required to pay dues and will not receive benefits while their membership is on “hold.”

A member may request to end their hold status and resume receiving benefits at any time by emailing PGA at [billing@producersguild.org](mailto:billing@producersguild.org) and paying: (a) dues beginning from the date they resume as a member in good standing; (b) an administrative fee (to cover the costs associated with reactivation); and (c) any outstanding amounts that accrued prior to the start date of their membership “hold.” A member ending their hold status will not be required to pay another initiation fee. Members who remain on “hold” for more than two (2) years may be asked to demonstrate their continued eligibility for PGA membership in accordance with current membership requirements.

## **II. Groups**

Members can participate in the Guild through various groups that are developed in furtherance of the Guild’s mission and organized around geographic location, shared member interests, and specific initiatives: [Regions](#), [Geographic Member Committees](#), [Member Committees](#), [Task Forces](#) and [Working Groups](#). We encourage members to get involved! The Board, President(s) or Guild staff may, from time to time, review the activities of such groups to assess the level of engagement, the use of Guild resources, and the group’s alignment with the Guild’s overall mission and initiatives. Unless specifically authorized by the Board or the Presidents, Guild groups shall consist only of Guild members.

### **A. Regions**

A Region is defined as a group of members living within a 100-mile radius of one another in an area considered to be a substantial production center, where such members comprise at least ten percent (10%) of the Guild’s overall membership. Regions are created and dissolved by the Board, as appropriate, in furtherance of the Guild’s mission and initiatives.<sup>1</sup> A Region can be formed anywhere outside of the Los Angeles area, the Guild’s headquarters. The Guild currently has one (1) Region, the Eastern Region, the members of which elect an Eastern Region Steering Group to act as a liaison between the members of the Region and the wider Guild membership and leadership in furtherance of the Guild’s initiatives and member engagement. Information about the Eastern Region Steering Group can be found on the Guild’s website.

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<sup>1</sup> Members interested in petitioning the Board for recognition of a Region should submit their petition to [pgaadmin@producersguild.org](mailto:pgaadmin@producersguild.org). Proposals are first reviewed by Guild staff in consultation with the Presidents, and then elevated, as appropriate, to the Board for their consideration. If the requirements to form a Region are not yet met, the PGA staff is available to facilitate alternative opportunities for membership engagement.



## 1. Region Leadership

A Region Steering Group is comprised of up to ten (10) members who are elected by the members of that specific Region:

- one (1) Chair of the Region Steering Group (who also shall serve on the Board as described above in [Vice President, Region](#));
  - one (1) Vice Chair; and
  - up to eight (8) steering group Members-at-Large, who may include the previous Chair of the Region Steering Group in an emeritus role (not elected for the emeritus role).
- a) *Eligibility*: All Region Steering Group members must meet the [same qualifications applicable to all Board](#) Members, as well as the qualifications applicable to those directors who are [designated on the Board](#).
- b) *Terms and Term Limits*: Region Steering Group members may serve up to two (2) consecutive terms of two (2) years and then must take a one (1) year break from service in that position.
- c) *Vacancies*: A Region Steering Group Chair vacancy may be filled by the Board, as permitted in the Guild's Bylaws. Region Steering Group Vice Chair and Member-at-Large vacancies may be filled by the President(s), upon the advice and recommendation of the other Region Steering Group members, Region membership, Guild staff, and other sources as appropriate.
- d) *Nomination Procedures*: A Region Steering Group Nominating Committee ("Region Nominating Committee") is responsible for identifying and proffering nominees for the Region Steering Group. There is no ability for members to nominate by petition to the Region Steering Group.
- i. *Region Nominating Committee Composition*. The Region Nominating Committee is composed of a total of up to five (5) members:
- two (2) Region Nominating Committee Chairs that are appointed by the Region Steering Group: one (1) existing Region Steering Group member and one (1) member from the general membership from the Region;
  - the current Chair of the Region; and
  - up to two (2) Region Nominating Committee members appointed by the Region Nominating Committee Chairs (none of which may be from the current Region Steering Group).
- ii. *Region Nominating Committee Eligibility*. Region Nominating Committee members may not be running for election to the Region Steering Group (recusal is not sufficient), with the exception of a Chair running for a second term, or for any position on the Board until after the work of the Region Nominating Committee has concluded, or otherwise have a conflict of interest that interferes with their participation on the Region Nominating Committee. It is recommended that the members of the Region Nominating Committee follow the same quorum procedures and meet the same eligibility requirements, to the extent applicable, as those

established for members of the [National Nominating Committee](#).

- iii. Timeline for Nominations by Region Nominating Committee: please see the [Election Timeline](#) attached below as Exhibit B.

## 2. Operating Procedures

The Region Steering Group shall meet at least quarterly, and Chairs and Vice Chair shall lead the member engagement for that Region consistent with the operating procedures established by Guild staff.

## **B. Committees**

The Guild maintains Committees organized in furtherance of the Guild's mission and purpose around geographic locations (Geographic Member Committees) and shared member interests (Member Committees). Committees are created and dissolved by the Board, as appropriate, in furtherance of the Guild's mission and initiatives to provide such members with a forum to discuss a variety of issues, such as production issues relevant to that area in the case of Geographic Member Committees and shared producing interests in the case of Member Committees.<sup>2</sup>

### 1. Types

#### a) *Geographic Member Committees*

A Geographic Member Committee is defined as a group of at least 100 members living within a 100-mile radius of one another that are focused on producing in that area. If a Geographic Member Committee grows to at least ten percent (10%) of the overall Guild membership, it may petition the Board for recognition as a Region and, if approved, shall become a Region and cease to be a Geographic Member Committee. Please see the [Guild website for a list of currently active Geographic Member Committees](#).

#### b) *Member Committees*

Member Committees are nationwide groups of Guild members organized around common interests in furtherance of the Guild's mission and initiatives. Member Committees are open to all PGA members. Please see the [Guild website for a list of currently active Member Committees](#).

## 2. Committee Leadership

#### a) *Committee Chairs*

##### i. Geographic Member Committee Chairs.

Each Geographic Member Committee is led by two (2) Chairs who reside in the specific geographic region and are appointed by the President(s), upon the advice and

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<sup>2</sup> Members interested in petitioning the Board for the creation of a Committee should submit their petition to [pgaadmin@producersguild.org](mailto:pgaadmin@producersguild.org) with all required information. Proposals are first reviewed by Guild staff in consultation with the Presidents, and then elevated, as appropriate, to the Board for their consideration.

recommendation of the Geographic Member Committee, Guild staff, and other sources as appropriate. Geographic Member Committee Chairs may be designated to serve on the Board as Directors pursuant to the rotation process described above in [Director, Geographic Member Committee](#).

ii. Member Committee Chairs.

Each Member Committee has two (2) Chairs that are appointed by the President(s), upon the advice and recommendation of the Member Committee, Guild staff, and other sources as appropriate. Subject to the President(s)' approval, certain Member Committees with specific location-based needs may be permitted up to four (4) Chairs, no more than two (2) of whom may be from the same region. Member Committee Chairs may be designated to serve on the Board as Directors pursuant to the process described above in [Directors, Member Committees](#).

- b) *Eligibility.* It is recommended that all Committee Chairs meet the same [qualifications applicable to all Board Members](#), so that they are eligible to serve on the Board. Chairs will not be specifically vetted unless and until they intend to move up to the Board. A Chair of one Committee cannot simultaneously sit as a Chair of another Committee, or as a Lead of a Working Group.
- c) *Terms and Term Limits.* Committee Chairs may serve up to two (2) consecutive terms of two (2) years and then must take a one (1) year break from service as a Chair of any Committee.
- d) *Vacancies.* Chair vacancies may be filled by the President(s), upon the advice and recommendation of the Committee, Guild staff, and other sources as appropriate. If the Chair was serving on the Board as a Director such that a Board vacancy is created, the Board may fill the vacancy as permitted in the Guild's Bylaws.

3. Operating Procedures

Committees shall meet at least quarterly, and Chairs shall lead member engagement consistent with the operating procedures established by Guild staff.

**C. Task Forces**

Task Forces are Guild groups that are created and dissolved at the discretion of the Board or the President(s) for a specific purpose or targeted goal. Task Force membership is offered by invitation only. Please see the Guild website for a list of currently active Task Forces.

1. Task Force Leadership

Each Task Force has two (2) Task Force Chairs that are appointed by the President(s), upon the advice and recommendation of Guild staff and other sources as appropriate. Task Force Chairs may be designated to serve on the Board as Directors pursuant to the process described above in [Directors, Task Forces](#).

- a) *Eligibility.* It is recommended that Task Force Chairs meet the same [qualifications applicable to all Board Members](#), so that they are eligible to serve on the Board. Chairs

will not be specifically vetted unless and until they intend to move up to the Board. It is recommended that a Chair of one Task Force not simultaneously serve as a Chair of another Task Force or Committee, or as a Lead of more than one Working Group.

- b) *Terms and Term Limits.* While Task Force Chairs have no term limits, it is recommended that Task Forces with continuous operations observe terms and term limits that are similar in length to those observed by Committee Chairs.
- c) *Vacancies.* Chair vacancies may be filled by the President(s), upon the advice and recommendation of the Task Force, Guild staff, and other sources as appropriate. If the Chair was serving on the Board as a Task Force Director such that a Board vacancy is created, the Board may fill the vacancy as permitted in the Guild's Bylaws.

## 2. Operating Procedures

Task Force Chairs shall meet quarterly or as needed, and Chairs shall lead Task Force engagement consistent with the operating procedures established by Guild staff.

## **D. Working Groups**

Working Groups may be formed as sub-groups within a specific Region, Committee, or Task Force. They are formed to address specific interests and/or activities that are consistent with the strategic goals of the particular Region, Committee, or Task Force. Working Groups may be created and dissolved by the Chairs of the particular group upon approval by the President(s).<sup>3</sup> Working Groups may be open or closed in the discretion of the Chairs upon approval by the President(s). Please see the Guild website for a list of currently active Working Groups.

### 1. Working Group Leadership

Subject to the President(s)' approval, certain Working Groups with specific location-based needs may be permitted up to four (4) Leads, no more than two (2) of whom may be from the same Region. Working Group Leads are appointed by the President(s), upon the advice and recommendation of the applicable Region, Committee or Task Force, PGA staff and other sources as appropriate.

- a) *Eligibility.* It is recommended that Working Group Leads not simultaneously serve as a Lead of another Working Group under any Region, Committee or Task Force.
- b) *Terms and Term Limits.* Working Group Leads may serve up to one (1) term of two (2) years and then must take a one (1) year break from service in that position.
- c) *Vacancies.* Lead vacancies may be filled by the President(s) as appropriate, per the advice and recommendation of the applicable Working Group, Region, Committee or Task Force, Guild staff and other appropriate sources.

### 2. Operating Procedures

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<sup>3</sup> Any PGA member or group of members can propose the formation of a Working Group by submitting their proposal to [pgaadmin@producersguild.org](mailto:pgaadmin@producersguild.org) with the required information. Proposals are reviewed by Guild staff in consultation with the Presidents.

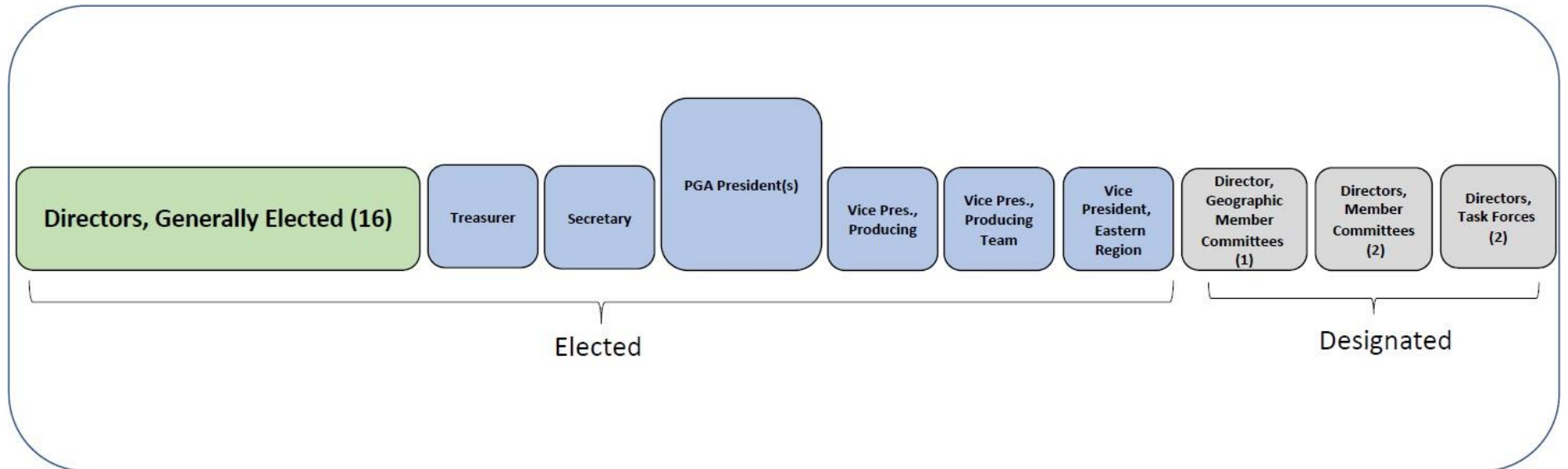
Working Groups operate pursuant to the procedures for the Region, Committee or Task Force that it is formed within.

### **GUILD POLICIES**

The Guild is committed to fostering and growing a professional, respectful, and inclusive membership and has established Guild policies to support this mission. Guild staff may, from time to time, modify, update or add to these policies. For the benefit of all, Guild members must abide by the Guild's policies and procedures, which can be found on the Guild's website. Please contact the Guild's Legal Department at [legal@producersguild.org](mailto:legal@producersguild.org) if you have any questions.

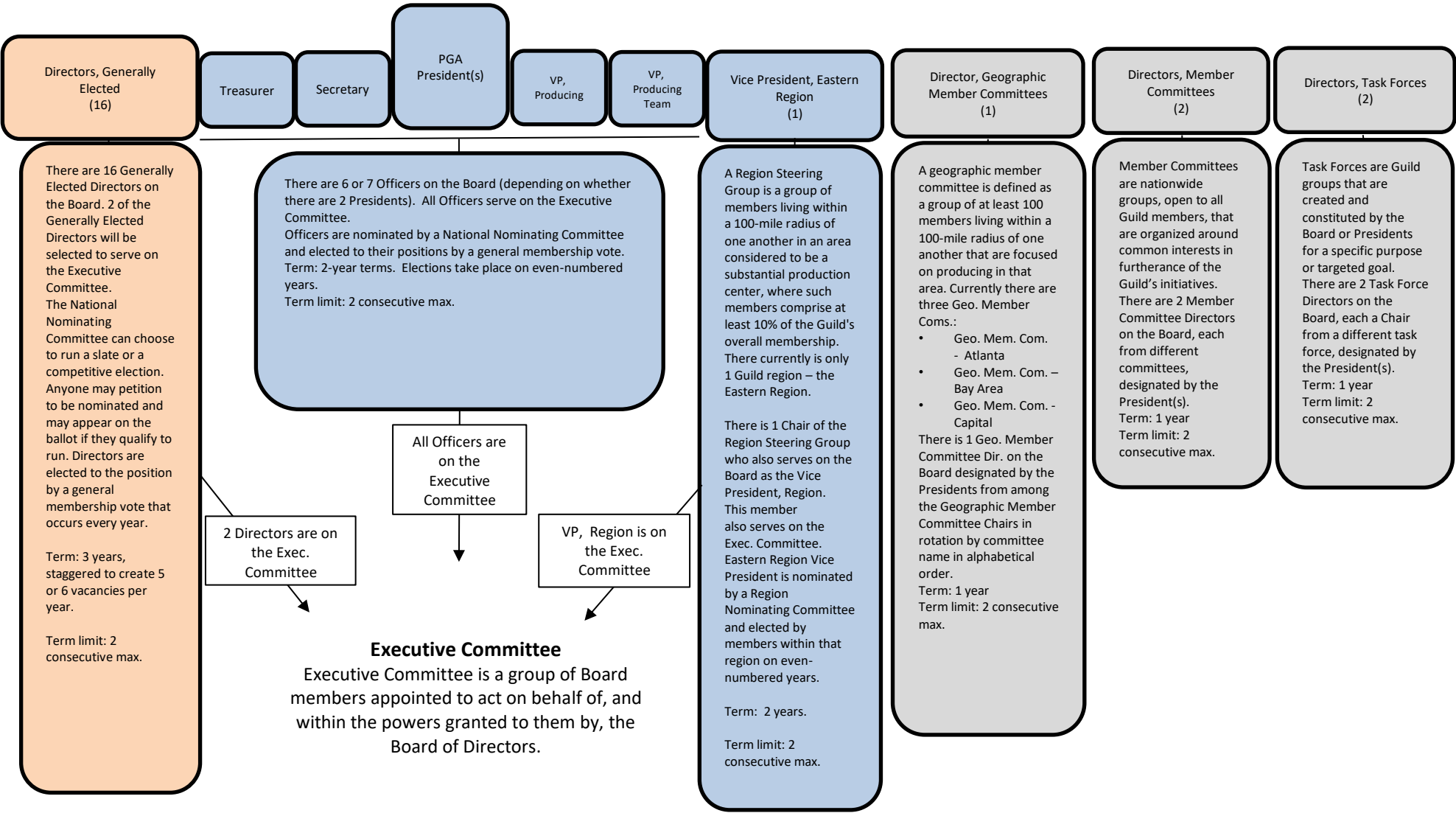
**EXHIBIT A**  
**ORGANIZATION CHART**

Board of Directors



27 or 28 Total Votes

Board of Directors Details





**EXHIBIT B**  
**ELECTION TIMELINE**

<b>Deadline Based on Ballot Closure</b>	<b>Officers and Generally Elected Directors</b>	<b>Vice President, Region<sup>1</sup></b>
115 days before ballot Closure	The Board appoints two (2) Chairs to the National Nominating Committee	The Region Steering Group appoints two (2) Chairs to the Region Nominating Committee
100 days before ballot closure	Chairs of the National Nominating Committee select seven (7) members to serve on the National Nominating Committee	The Region Nominating Committee Chairs select up to two (2) members to serve on the Region Nominating Committee
	The Board votes to approve the seven (7) members to serve on the National Nominating Committee	The Region Steering Group votes to approve the members to serve on the Region Nominating Committee
90 days before ballot closure	First email circulated to members informing them of their right to seek a nomination by petition.	
80 days before ballot closure	The National Nominating Committee receives from PGA Staff a list of individuals who have requested a petition. National Nominating Committee may reach out to those individuals to consider them as a nominee.	
70 days before ballot closure	The National Nominating Committee receives from PGA staff a list of individuals who have been nominated for the Board by the Region Nominating Committee, and who will be serving on the Board in the Director positions of Geographic Member Committee, Member Committees, and Task Forces	The Region Nominating Committee finalizes its list of Nominees and shares its nominee(s) for the Region Steering Group with PGA staff, who then share the Vice President, Region nominee(s) with the National Nominating Committee.
50 days before ballot closure	Nominees selected by the National Nominating Committee are announced to the membership, second invitation to request a petition	
50-30 days before ballot closure	Nominees are vetted for eligibility to run	Nominees are vetted for eligibility to run.

30 days before ballot closure	Petitions for nomination must be received by PGA Staff for review and vetting	
25 days before ballot closure	Nominees and individuals running by petition are presented to the membership in one announcement	
25 to 20 days before ballot closure	“Meet the candidates” events are organized allowing members to familiarize themselves with the candidates, regardless of location	
20 to 15 days before ballot closure	Ballots circulated to all members in good standing for election of Officers and Generally Elected Directors	Ballots circulated to members in good standing within Region for election of Region Steering Group Positions

<sup>[1]</sup> The Vice President of the Eastern Region Steering Group is an Officer on the Board; however, this position is nominated and elected within the Regional Steering Group Process