



New York Division
Rules of Procedure

April 2008

NEW YORK DIVISION

Rules of Procedure

Table of Contents

Article 1 – Rules of Procedure	1
Article 2 – Definitions	1
Article 3 – Members and Membership Meetings	1
Article 4 – Nominations and Elections.....	3
Article 5 – The New York Directors	5
Article 6 – Officers and Their Duties	6
Article 7 – Committees.....	7
Article 8 – Discipline of Members	7
Article 9 – Entrance Fees and Dues	8
Article 10 – Alternates to the Board of Directors of the Associated Actors and Artistes of America	9
Article 11 – Notice.....	9
Article 12 – Amendments.....	10
Article 13 – Effective Date	10
RESOLUTIONS ON PROCEDURES.....	10
Nomination and Election to Director Nominating Committee.....	10
Powers and Functions of the Executive Committee	10
New York Director Request of Consideration	11
Executive Committee Assistance to New York Directors.....	11
Non-Member Complaint	11
Election Procedures.....	12

Article 1 – Rules of Procedure

These Rules of Procedure are adopted for the government of the affairs of the New York Division of the Screen Actors Guild, Inc. in accordance with the provisions of Article 6 of the Constitution and By-Laws of the Guild, as amended, and the Rules and Regulations pursuant thereto promulgated by the Board of Directors.

Article 2 – Definitions

As used herein:

“*Guild*” means the Screen Actors Guild, Inc.

“*New York Division*” or “*Division*” means the New York Division of the Screen Actors Guild, Inc.

“*Member*” means a member of the New York Division in good standing who shall have all the rights conferred upon members by the Rules of Procedure of the Division, including the right to vote if he/she qualifies as a “voting member” as herein defined.

“*Voting Member*” means a member who is entitled to vote on matters concerning the management and affairs of the New York Division, in accordance with the provisions contained in the Rules of Procedure of the Division:

- (a) With respect to eligibility to vote in any election or referendum vote in which the ballots are mailed to the membership during the first three (3) months of a semi-annual dues period (namely, the semi-annual periods from May 1 to October 31, and from November 1 to April 30), the member's dues must be paid up, as of the time of such mailing, to and including the immediately preceding semi-annual dues period. Where such ballot is mailed to the membership during the second three (3) months of a semi-annual dues period, the member's dues must be paid up to and including the then current dues period, as of a date thirty (30) days prior to the date of the mailing of the ballot to the membership.
- (b) With respect to eligibility to vote at a membership meeting which is held during the first three (3) months of a semi-annual dues period, the member's dues must be paid up to and including the immediately preceding semi-annual dues period. If such membership meeting is held during the second three (3) months of a semi-annual dues period, the member's dues must be paid up to and including the then current dues period.
- (c) With respect to eligibility to sign any petition nominating a candidate for any office in the Division, which is filed with the Division during the first three (3) months of a semi-annual dues period, the member's dues must be paid up, as of the time of the filing of such petition with the Division, to and including the immediately preceding semi-annual dues period. Where such petition is filed during the second three (3) months of a semi-annual dues period, the member's dues must be paid up, at the time of the filing of the petition, to and including the then current dues period.

“*Board of Directors*” means the Board of Directors of Screen Actors Guild, Inc.

“*New York Directors*” means the members of the Board of Directors allocated to the New York Division when meeting or acting as a body.

“*Officer*” means an officer of the New York Division.

“*President*,” “*Vice President*,” and “*Secretary*” each respectively means the President, the Vice President, and the Secretary of the New York Division.

“*Office*” means the business office of the New York Division.

Article 3 – Members and Membership Meetings

Section 1.

Any person shall be a member of the New York Division who:

(A) Either:

- (1) Is a member in good standing of the Guild, or
- (2) Is a member for not less than one (1) year in any of the organizations chartered by the Associated Actors and Artistes of America, and is in good standing in such organizations at the time of applying for membership in the Guild, or
- (3) Meets the requirements for eligibility to membership in the Guild as prescribed by the Guild's Constitution and By-Laws,

and who:

- (B) Resides in the New York area,

- (C) Has registered his/her intent to be a member of the New York Division, if already a member of the Guild, or, if not already a member of the Guild, has made application to the New York Division for membership in the Guild and such application has been approved in accordance with the procedure established by the Guild, and
- (D) Has paid the initiation fees and dues prescribed by the Board of Directors of the Guild.

Section 2.

- (A) The Annual Meeting of the members shall be held in the City of New York, State of New York, within the month of November of each year, on such day and at such time and place as may be designated by the New York Directors. At least ten (10) days' prior written notice shall be given to the members of the day, time, place, and agenda of the meeting.
- (B) The agenda at membership meetings shall be set by the New York Directors.
- (C) In addition to the Annual Meeting, there shall be a semi-annual meeting of the members, such meeting to take place on such day and at such time and place in the City of New York as may be designated by the New York Directors. At least ten (10) days' prior written notice shall be given to the members of the day, time, place, and agenda of such meeting.

Section 3.

The Executive Director when so instructed by a majority of the New York Directors shall immediately call a special meeting of the members. At least ten (10) days' prior written notice of such meeting shall be given to the members, but should the New York Directors deem an emergency to exist, they may prescribe a shorter notice. The notice of such meeting may designate the purpose of the meeting and no business may then come before such meeting other than that so specified; or the notice may specify that the meeting is to transact such business as may come before it, in which latter event any business may be transacted at such special meeting.

Section 4.

The Executive Director must on at least ten (10) days' prior written notice call a special meeting of the membership within thirty (30) days after being requested in writing to do so by at least one hundred (100) voting members. Such request shall specify the purpose of such meeting. No business may come before such meeting other than that specified in the written request therefor.

Section 5.

Only voting members present in person at a meeting shall be entitled to vote thereat and each voting member so present shall have one vote. There shall be no voting by proxy.

Section 6.

At all meetings of the members, fifteen percent (15%) of the voting members of the Division shall constitute a quorum for the transaction of business unless a majority of the New York Directors present at such meeting (provided there be at least a quorum of the New York Directors present) shall designate a lesser number, in which case the number so designated shall constitute a quorum. If there is no quorum present, the meeting may adjourn to a day, hour, and place fixed by the presiding officer, or if the New York Directors so decide, the meeting may continue as a meeting of the committee of the whole.

Section 7.

At all meetings of the members, the presiding officer shall appoint three (3) or more voting members present to act as inspectors and tellers for the meeting whose duty it shall be to canvass all votes at such meetings.

Section 8.

At any time the New York Directors may, in their discretion, submit any matter to the action of the voting members by mail vote rather than at a meeting. Such a vote shall be taken under such procedure as the New York Directors may prescribe and the decision reached by a majority of the valid votes cast by mail shall be binding and valid for all purposes even though no meeting was held, except if it is a proposition coming within the province of Article 12 (Amendments) of these Rules.

Section 9.

Any action taken at any membership meeting may, in the discretion of the New York Directors, and shall, on the written request signed by at least one hundred (100) voting members, be submitted to the voting members by mail referendum to determine whether such action should be approved, nullified, or modified and the decision of a majority of the voting members casting valid votes in such referendum shall be conclusive, except if it is a proposition coming within the province of Article 12 (Amendments) of these Rules. In the event that no such referendum is ordered or requested within fifteen (15) days after the meeting at which the action is taken, such action shall be effective for all purposes.

Section 10.

When any matter is submitted to the voting members by a mail referendum, both the proponents and the opponents shall have the opportunity to prepare short written statements of their respective positions relevant to the issue, which shall be sent to the members together with the question(s) be-

ing submitted for action by the referendum. When several statements are made by the proponents or the opponents, as the case may be, such statements shall be collated and integrated by those making the statements so that only a single statement on either side of any question(s) shall be sent to the members.

Section 11.

Any member in good standing may present a resolution at New York Division membership meetings.

Article 4 – Nominations and Elections

Section 1.

- (A) The New York Directors, no later than at a meeting in May of each year, shall by a plurality of their number, elect a thirteen (13) member Director Nominating Committee to be composed of not more than five (5) of such Directors, and the remaining members from the voting members-at-large, and also shall designate the chair and vice chair of the committee from among the Directors elected to the committee. *[Also, refer to implementing resolution on page 10.]*
- (B) Should a vacancy occur on the Director Nominating Committee or should one of its members be unable to serve, then the remaining members may, in their discretion, either continue to exercise the functions of the committee, or, acting by not less than a majority of their number, fill such vacancy or name a substitute for the one failing to serve.
- (C) All candidates for the Director Nominating Committee shall submit a written statement indicating the candidate's willingness to serve.
- (D) Subject to the limitations set forth in subsection (I) hereof, it shall be the duty of the Director Nominating Committee, acting by not less than a majority of its members, to nominate voting members of the Division other than a member of the committee for election to the Board of Directors and for the New York Division President. In making nominations, the Director Nominating Committee must nominate one candidate for each vacancy on the Board of Directors, plus an additional number of candidates equal to not more than two-thirds (2/3) of those National Board seats allotted to the New York Division, nominated to serve as Alternate Directors in accordance with Article 5, Section 1(L) of the SAG Constitution.
Candidates shall be elected to all vacant seats in order of plurality of vote with lesser duration terms being filled by candidates with lower vote counts.
- (E) The Director Nominating Committee shall report in writing the nominations that it has made to the New York Directors and to the Executive Director not later than June 30, which report shall be binding.
- (F) No later than June 30, the Director Nominating Committee shall nominate any voting member(s) of the Division to serve as President of the New York Division. The nominee(s) shall submit the declaration required by Article 8, Section 3(C) of the Guild's Constitution and By-Laws.
- (G) The nominations so made by the Director Nominating Committee shall be sent to the members with a notice reminding members that nominations may be made by independent petition.
- (H) Subject to the limitations set forth in subsection (I) hereof, any voting member of the Division may be placed in nomination for election as Division President, or for election to the Board of Directors, by independent written petition signed by not less than thirty-five (35) voting members or one percent (1%) of the voting members, whichever is the lesser number, and such written petition must be filed in the Division office not later than July 25. Such petitions shall be accompanied by the declaration of each nominee required by Article 8, Section 3(C) of the Guild's Constitution and By-Laws or the declaration required by Article 4, Section 1(J) of these Rules of Procedure, whichever is applicable.
- (I) No member shall be eligible for nomination to the Board of Directors or to any office in the Guild unless he/she shall have been a member of the New York Division in good standing for one (1) year and a member of the Guild in good standing for two (2) consecutive years immediately preceding the date of his/her nomination by a Nominating Committee or the date of the filing of a nominating petition with the Guild.
- (J) The nominations of any person either for New York Division President or member of the Board of Directors, whether made by the Director Nominating Committee or by independent petition, to be valid must be accompanied by a written declaration signed by such person stating that he/she accepts the nomination, that he/she has been nominated, and that, if elected, he/she will execute a declaration in the form and substance required of union officers by Federal law in effect at the time. No member who serves on the Director Nominating Committee may be nominated by that committee, nor run by petition, for the New York Divi-

sion President or the New York Division of the National Board of Directors for that election. For the purposes of this section, service on this Committee shall be deemed to commence on the date of and immediately upon election to the Nominating Committee.

Section 2.

- (A) The New York Board shall appoint an Election Committee to supervise the preparation and mailing of the brochure and ballots, the election procedures for the election of National Directors, Alternate Directors, and New York President, and to hear charges as set forth in Section 12 of Election Procedures, attached.
- (1) The Election Committee shall be made up of not fewer than five (5) nor more than seven (7) members of the New York Division other than members running for election or serving on a Nominating Committee.
 - (2) A member of the Election Committee who resigns from the Committee before the Committee meets or begins any deliberations is still eligible to be a candidate for office.
 - (3) A Committee quorum shall be a majority of the Committee members.

Section 3.

- (A) Each candidate shall be invited to submit to the Guild office a photograph and, at his/her discretion, a statement of not more than one-hundred (100) words setting forth:
- (1) His or her service in the Guild or any other union
 - (2) A statement of past and present Guild committee experience
 - (3) His or her professional background
 - (4) His or her personal qualifications
 - (5) The reasons for his or her desire to serve, solely as such reasons pertain to the Guild's affairs.
- (B) All biographical information shall be furnished by candidates not later than one (1) day after the last date for filing independent written petitions for nomination for directors and officers.

Section 4.

The names of all valid candidates shall be placed on single-sided ballots, which include all positions to be voted upon by the New York Division members and such other matters as may be submitted to New York Division members for a mail referendum vote. The ballots and all biographical information authorized to be sent to the voting members shall list the candidates in order under the several positions to be filled. The order shall be decided by randomly selecting a letter and then listing candidate names alphabetically by last name starting with the letter selected. The Election Committee shall be present during such selection process. The method by which each candidate was nominated shall be noted on the ballots and in the biographical information. The name of each candidate for election shall appear on the ballot exactly as the name is listed on the candidate's SAG membership card unless the member requests in writing that the member's professionally known name be used. The ballots and the biographical information shall contain a statement that notation of the method by which candidates were nominated does not imply that the candidates nominated by either method share a common platform or are associated with one another.

Section 5.

- (A) Voting in all elections shall be by written ballot, the secrecy of which shall be preserved.
- (B) Write in votes shall not be permitted.

Section 6.

In the election of the New York President, the candidate who receives a plurality of the valid votes cast shall be declared elected to that office. In the election to the Board of Directors, the candidates shall be declared elected in the order of the number of valid votes received by them until there remain no more positions to be filled. Should there be a tie in the vote for any office or in the vote for election to the Board of Directors, a run-off election shall be held as soon as practicable in accordance with these rules and the election procedures between the persons tied for the office or board seat in question to determine the election for such office or board seat.

Section 7.

Any person who is elected to office and who is not a member of the Board of Directors shall have the right to attend meetings of the New York Directors and to participate in discussion, but without the right to vote.

Section 8.

Should any date specified in this Article only fall on a Saturday, Sunday, or Guild recognized legal holiday in any year, then the time for taking such action shall be extended to the close of the next business day immediately following. *[For Election Procedures, refer to page 12.]*

Article 5 – The New York Directors

Section 1.

The governing body of the Division shall be the members of the National Board of Directors allocated to New York, plus the elected Alternate Directors, meeting or acting as a body.

Matters of concern nationally to the Guild being vested in the full Board of Directors, the New York Directors are to deal with local New York or Division matters subject to the right residing in the full Board of Directors to determine what are National matters and what are Division matters.

- (A) The New York Division Board of Directors will be composed of the National Board members allocated to the New York Division in accordance with the most recent SAG census, and Alternate Directors equal to two-thirds (2/3) (rounded to the nearest whole number) of the number of National Board members from New York. Only New York National Board members or Alternate Directors will attend National Board meetings and/or vote on national issues.
- (B) As specified in the National Constitution (Article 6, Section 7), any National Board member requiring temporary replacement may be replaced by any of the local New York Board members/National Board alternates elected by the membership.

Section 2.

- (A) At the first meeting of the newly constituted New York Division Board of Directors, a New York Board Replacement Committee shall be elected by the New York Division National Board members (or Alternate Directors sitting in the place of a National Board member). The Board Replacement Committee shall be composed of five (5) New York Division National Board members and shall be elected for one (1) year.
- (B) If a New York Division Board Director will be absent for a National Board meeting, that National Board Director may designate from the pool of elected Alternates any Alternate Director to sit as a National Director for that meeting by timely notifying the Replacement Committee of that designation.

If a National Board Director is absent for a National Board meeting and fails to designate an Alternate pursuant to Section 2(B), the Replacement Committee may appoint an Alternate from the pool of elected Alternates to sit for that National Director at that meeting of the National Board.

If the Replacement Committee does not appoint an Alternate Director, the Alternate Director who received the highest number of votes in the National Board election who is available will attend the meeting.

- (C) An Alternate Director may serve in the place of a National Director (or the Alternate Director serving for a National Director) for any part of a National Board or New York Board meeting during which time the National Director is absent. However, an Alternate Director may replace the National Director (or the Alternate Director serving for a National Director) for only one (1) continuous period during any one (1) day.
- (D) An Alternate Director may replace more than one (1) absent Director at a given meeting, but not simultaneously.
- (E) In case of the absence of a New York Director from three (3) meetings of the New York Directors, without reasonable excuse, the Board of Directors may declare the position of such Director vacant.
- (F) In the case of a permanent vacancy in the New York Division, the Board of Directors shall have the power to fill such vacancy pursuant to Article 5, Section 1(K)(3) of the SAG Constitution.

Section 3.

The general management and the control of the affairs of the Division and of the organizational structure and budget of its office shall be vested in the members of the Board of Directors allocated to New York meeting or acting as a body.

Section 4.

The New York Directors shall hold regular meetings at such time and place as they shall determine. Special meetings of the Board may be held upon the call of the New York Executive Director (or her/his designee), the New York Board, or the New York Executive Committee. The Executive Director must call a special meeting of the Board promptly when requested to do so in writing by eight (8) members of the New York Board of Directors. The call for a special meeting must designate the nature of the business to be transacted. Only such business as cannot reasonably be addressed by the Board at its next regularly scheduled meeting shall be presented at a special meeting. Notice of a special meeting of the Board may be by letter, telephone, or email. Five (5) business days shall be

considered adequate notice for a special meeting, except in case of an emergency in the judgment of the Executive Director. In such case, four hours' notice shall be sufficient.

Section 5.

- (A) The quorum for regular or special New York Division Board meetings shall be at least fifty percent (50%) of the number of National Directors, rounded up to the nearest whole number.
- (B) Any action when approved in writing, or by telephone, or by email by a majority of the New York Directors without a meeting shall be deemed the action of the New York Directors duly taken and shall be valid for all purposes, subject to such restrictions as may be imposed by the Constitution and By-Laws of the Guild or any resolution of the full Board of Directors.

Section 6.

The New York Board shall elect the National Vice President, and any members of the National Executive Committee, Strategic Planning Committee, and Finance Committee from among the National Directors. The New York Board shall also elect any other committees that have been allocated to the Division.

Section 7.

The New York Board shall elect those trustees, delegates, or representatives of the Guild to outside organizations, including, but not limited to the Screen Actors Guild-Producers Pension & Health Plans, which the Board of Directors has delegated for selection to the New York Board.

Section 8.

The New York Board shall elect Alternate members of the National Executive Committee. Following the election of the NEC members, the New York Board shall elect NEC Alternates. This election shall determine the order in which the Alternates shall serve, subject to their availability. Alternate NEC members must be National Directors (not Alternate National Directors) and shall serve on the NEC in the absence of elected members of the NEC.

Section 9.

In exercising its authority under any section of this Article 5, only National Directors, or Alternate Directors sitting for National Directors, shall vote.

Article 6 – Officers and Their Duties

Section 1.

The officers of the Division shall be:

- New York President
- New York Vice President
- New York Secretary

Section 2.

- (A) The New York President shall be elected by the voting members of the New York Division in accordance with the applicable provisions of Article 4, hereof. The New York Vice President and New York Secretary shall be elected by and from the New York Division Board of Directors.
- (B) The New York President shall hold office for two (2) years or until his/her successor qualifies.
- (C) The New York Vice President and New York Secretary shall hold office for one (1) year or until his/her successor has been elected and qualified.
- (D) Any vacancy occurring in any elective office shall be filled by a majority of members of the New York Directors electing one (1) of their number to serve for the unexpired term.

Section 3.

The New York President shall be the chief executive officer of the Division. He/she shall preside at all meetings of the members of the New York Directors and of the Executive Committee of the New York Directors. He/she shall be an *ex-officio* member of all committees except the Director Nominating Committee, Election Committee, and Board Replacement Committee. In the absence or incapacity of the New York President, the Vice President shall act in his/her stead. In like manner, the Secretary shall in turn succeed to his/her duties. In case of the inability of all of them to act, the New York Directors may designate a *pro tempore* substitute.

Section 4.

The New York Vice President's duties shall be such as the New York Board of Directors may from time to time prescribe.

Section 5.

The New York Secretary's duties shall be such as the New York Board of Directors may from time to time prescribe.

Section 6.

The Executive Director shall be the chief administrative officer of the Division and shall be responsible to the New York Directors for the efficient administration of its office. All matters involving or affecting the policies of the Division coming to the attention of the Executive Director shall be promptly reported by him/her either to the New York Directors, or to the Executive Committee, or to the New York President. He/she shall serve, at his/her convenience, as an ex-officio member of all committees except the Nominating Committee.

Article 7 – Committees

Section 1.

- (A) The New York Executive Committee shall be composed of the three (3) New York Division Officers and four (4) New York Directors elected to one-(1)-year terms. At the first meeting of the New York Division Board of Directors following the certification of the election, the New York Directors shall elect the New York Vice President and New York Secretary and the four (4) additional New York Directors to serve on the New York Executive Committee from among the members of the New York Division Board of Directors.
- (B) Subject to any restrictions which may be imposed by the Constitution or By-Laws of the Guild, the New York Directors may delegate to the Executive Committee such of their own powers, functions, and authorities as they may from time to time see fit, in so far as these pertain to New York Division matters, and the Executive Committee shall act for and on behalf of the New York Directors only in such matters and to the extent that it is authorized so to do by the New York Directors. *[Also, refer to implementing resolution on page 10.]*

Section 2.

The New York Directors may from time to time create such special committees as they may find necessary or desirable.

Section 3.

- (A) The composition and selection of each committee, its terms and its functions, purposes and powers are to be fixed by the New York Directors, except as may otherwise be provided by these Rules.
- (B) Committees may be constituted, if the New York Directors so decide, in part from among members who are not serving as New York Directors, except that there shall be at least one (1) such Director on each of the committees.

Article 8 – Discipline of Members

Section 1.

The New York Directors may discipline any person who is of the membership of the Division after proceedings as hereinafter provided.

Section 2.

Before such person may be disciplined, he/she must (except for temporary suspension as is provided in Section 7 of this Article) be found guilty of one of the offenses specified in Section 3 of this Article.

Section 3.

The following offenses are those for which any such person may be disciplined, namely:

- (A) Conduct detrimental to the Division or to the Guild;
- (B) Working or making an agreement to work for any producer of motion pictures or utilizing the services of an agent or manager who has not made and executed a collective agreement with the Guild which is in full force and effect;
- (C) Violation of the Articles of Incorporation, Constitution, By-Laws, Rules or Regulations of the Guild or of these Rules of Procedure of the Division;
- (D) Violation of any of the provisions of a collective bargaining agreement to which the Guild is a party.

Section 4.

Any member of the Guild in good standing may file with the Executive Director written charges against any such person of any offense specified in Section 3. Promptly on the filing of such charges, the Executive Director shall report the same to the New York Directors. The New York Directors may provide a procedure for the preliminary investigation of any such charges and for their dismissal if on such investigation no probable cause appears for further proceedings. In the event such charges are not dismissed after preliminary investigation, the Executive Director shall mail a copy thereof to the person charged, together with at least ten (10) days' written notice of the date fixed by the New York Directors for the hearing. The New York Directors shall hear the charges and render their decision thereon, or, they may delegate the hearing of the charges to a trial committee under rules to be

adopted by them, but in such latter case the findings of any such committee shall be reviewed by the New York Directors, and the final decision in such cases shall rest with them. The New York Directors shall find such person guilty or not guilty and adjudge the penalty, if any, and he/she shall be so notified in writing.

Section 5.

Within ten (10) days after such notice, the person involved may appeal the decision of the New York Directors to the full Board of Directors of the Guild by filing written signed notice of such appeal with the Executive Director of the Division and of the Guild. In the event such an appeal is taken, the full Board of Directors of the Guild will hear the same pursuant to such rules and regulations and under such procedures as it may fix.

Section 6.

The penalty which the New York Directors may impose upon a person whom it has adjudged to be guilty as charged may be one or several of the following: reprimand, fine, suspension from the Division for a fixed period of time, expulsion from the Division, a recommendation to the full Board of Directors of the Guild for suspension or expulsion from the Guild, but any penalty so imposed shall be subject to being remitted in whole or in part or otherwise modified by the full Board of Directors of the Guild on appeal taken to it as hereinbefore provided.

Section 7.

On filing of charges against any person, a committee appointed for such purpose by the New York Directors may suspend such person from the Division and may also recommend to the full Board of Directors of the Guild suspension from the Guild pending a hearing of the charges, if the offense of such person be flagrant and obvious, and in the opinion of such committee detrimental to the Division or to the Guild.

Section 8.

- (A) A complaint against a person who is a member of the Division made in writing by one who is not a member, shall be filed with the Executive Director. Such complaint shall thereafter be dealt with in accordance with the procedure provided for by this Article for dealing with charges filed by a member of the Guild. *[Also, refer to implementing resolution on page 11.]*
- (B) No complaint against a member of the Division made by one who is not a member shall be received or be acted upon unless it is filed with the Executive Director not later than sixty (60) days after the occurrence of the act upon which the complaint is based or, if the person complaining had no knowledge of the act at the time of its occurrence, sixty (60) days from the time he/she learned of it, or could with reasonable diligence have discovered it.

Article 9 – Entrance Fees and Dues

Section 1.

- (A) The Membership Status Review Committee may, upon the written request of a member and the showing of a good cause, extend the time or make special arrangement for the payment of entrance fees, dues, or assessments.
- (B) The person so applying, if dissatisfied with the action of the Committee on his/her application, shall have the right to obtain a review thereof by the New York Directors, or their designee, who, after such review, may disapprove, approve, or modify such action as they may determine.
- (C) The New York Directors may, upon the application of a member and the showing of a good cause, waive or remit entrance fees, dues, or assessments, in whole or in part.

Section 2.

Any person in arrears of any financial obligation due the Division shall automatically become a member in arrears, but the New York Directors may from time to time provide for grace periods or leniency in this regard. A member in arrears loses all the rights and privileges of membership in the Division, including the right to vote but shall continue to be bound by all the obligations of membership therein. If any member is in arrears of any financial obligation to the Division, the New York Directors may, on at least twenty-one (21) days' prior written notice, suspend such member if the delinquency be for at least thirty (30) days, and expel such member if the delinquency be for at least ninety (90) days. A member in arrears or a member suspended from the Division shall be reinstated in the Division only upon such terms and conditions as the New York Directors may prescribe.

Section 3.

Any member in good standing and not in arrears and against whom no charges are pending may resign at any time from the Division without prejudice, but such resignation shall not be effective until accepted by the New York Directors, and the New York Directors may require the member to remain a member of the Division for a period not exceeding six (6) months. No such resignation shall relieve the member of any obligation theretofore undertaken or assessed as a member of the Division.

Section 4.

Any action taken by the New York Directors under any of the provisions of this Article shall be subject to review by the full Board of Directors of the Guild and the Board may disapprove, approve, or modify such action as it may determine.

Article 10 – Alternates to the Board of Directors of the Associated Actors and Artistes of America

Section 1.

The Guild being entitled to three (3) Council members on the Council of the International Board of Directors of the Associated Actors and Artistes of America, and the Board of Directors being authorized under the Constitution of the Associated Actors and Artistes of America to fill temporary vacancies on the Council of the International Board of Directors of the Associated Actors and Artistes of America, and having delegated to the New York Directors the power to fill such temporary vacancies, the appointment of alternates to fill such temporary vacancies shall be in accordance with the provisions of this Article.

Section 2.

- (A) In the event that the Executive Director of the New York Division shall not be elected as a member of the Council of the International Board of Directors of the Associated Actors and Artistes of America, he/she shall at all times serve as the first alternate to fill temporary vacancies.
- (B) Subject to the provision contained in paragraph (A) above, the officers of the Division shall, in order of their rank, serve as the alternates of the Guild to the said Board.
- (C) Should a situation arise which, in the opinion either of the New York President or the New York Directors, requires the attendance at any meeting of the Board of Directors of the Associated Actors and Artistes of America of an alternate or alternates of the Guild having some special knowledge or experience, the New York President or the New York Directors may depart from the provisions contained in paragraph (B) above and may appoint such member or members of the New York Directors who, in his/her or their judgment, possess the required special qualifications to serve as alternate(s) at such meeting instead of the officer(s) who would otherwise serve in that capacity.
- (D) In the event that for any meeting of the Associated Actors and Artistes of America not enough officers are available to ensure the attendance of the full number of alternates allotted to the Guild, the President shall appoint from among the New York Directors such number of substitutes as may be needed for the purpose.
- (E) To assure the attendance at every meeting of the Associated Actors and Artistes of America of the full number of alternates allotted to the Guild, the Executive Director shall promptly give notice to the officers of such meetings, and each officer shall thereupon immediately inform the New York President, preferably by email, facsimile, or telephone of his/her availability to attend so that the President may make the necessary arrangements for such attendance, including the appointments of whatever substitutes may be required.
- (F) Those serving as alternates of the Guild shall, when called upon to act in the Associated Actors and Artistes of America, cast all votes allotted to the Guild as a unit in accordance with the instructions of the full Board of Directors of the Guild or, in the absence of such instructions, in accordance with the instructions of the New York Directors, or in the absence of such instructions, as in their own judgment will best serve the interest of the Guild.

Article 11 – Notice

Section 1.

All notices required to be given to any of the membership shall (unless otherwise specifically prescribed) be sent by email, mail prepaid, or by telegraph prepaid to such person's address as it appears on the books of the Division, and such mailing or telegraphing shall be conclusive evidence of the giving of such notice. If the notice be given by mail, it shall be conclusively deemed to be given two (2) business days after date of mailing, and if by email or telegraph, on day of emailing or telegraphing. Any voting of the voting members may, if the New York Directors see fit, be done by mail and the provisions governing notice shall apply to the sending of ballots. In any such voting by mail the New York Directors may make provisions governing the same, including the final date by which return ballots must be received which in no event shall be less than twelve (12) days after the date of mailing of the ballots except as a different time limit may herein be prescribe in the conduct of elections.

Any notice to be given to the membership shall be conclusively deemed to have been given if published in any official bulletin, magazine, or other publications of the Division as of a date two (2) business days after the mailing of such publication to the membership. Each one of the membership shall be responsible for the giving of his/her correct current address to the Division and it shall be his/her duty to do so, and notice to such address so given shall be proper notice. Any person failing to give such address shall lose his/her right to notice but shall be bound the same as though notice had been given.

Article 12 – Amendments

Section 1.

These Rules of Procedure may be changed or new Rules adopted or existing ones repealed by the vote or written assent of two-thirds (2/3) of the New York Directors and the subsequent approval by a majority vote of the National Board of Directors.

Section 2.

These Rules of Procedure shall be deemed automatically amended in order to conform to the extent necessary with any change that may be made in the Articles of Incorporation, the Constitution, By-Laws, Rules, or Regulations of the Guild.

Article 13 – Effective Date

These Rules of Procedure shall become effective as of the date they are finally approved by at least two-thirds (2/3) of the New York Directors acting pursuant to the resolution adopted at the annual membership meeting of the Division on the 6th day of December, 1953.

RESOLUTIONS ON PROCEDURES

Nomination and Election to Director Nominating Committee

RESOLVED, that the following shall be the procedure in carrying out the provisions of Article 4 (Nominations and Elections), Section 1(A) of the Rules of Procedure:

- (1) Advance notice shall be given to the New York Directors that nominations for membership on the Director Nominating Committee will be made at a meeting of the New York Directors.
- (2) Such nominations shall be made at such meeting, and, provided not less than nine (9) of the New York Directors are present, the Director Nominating Committee shall be elected at such meeting.
- (3) In the event less than nine (9) of the New York Directors are present at such meeting, the body will reschedule the meeting to another date.
- (4) At least eight (8) members of the Director Nominating Committee chosen from the membership-at-large shall be elected by the Board.
- (5) Election to the Director Nominating Committee shall be by a plurality of the valid votes cast; that is, places on the Director Nominating Committee shall be filled in the order of the votes received by the several candidates. In case of ties, where not all nominees can be elected, balloting shall continue as to those tied until all ties are broken and the requisite number of persons has been elected.
- (6) The Chair and Vice Chair, respectively, of the Director Nominating Committee shall be elected by those present at a meeting of the New York Directors by a majority of the valid votes cast at such meeting. Advance notice shall be given to the New York Directors that the Chair and Vice Chair of the Director Nominating Committee will be elected at such meeting.

Powers and Functions of the Executive Committee

Be it **RESOLVED**, in the exercise of the power conferred by Article 7 (Committees), Section 1(B) of the Rules of Procedure, the following powers and functions of the New York Directors with respect to New York Division matters be delegated to the Executive Committee:

- (1) To act on all routine matters not involving questions of policy or the conditions under which members render service.
- (2) To grant requests for contributions or donations, and to authorize expenditures provided no one item exceeds the sum of five thousand dollars (\$5,000).
- (3) To approve routine contracts such as with new signatories to the Guild's collective agreements.

- (4) In the event of an emergency, to take such action as could be taken by the New York Directors, other than the calling of a strike, but any such action if it does not come within one of the powers hereinabove specifically delegated, shall be in effect only until the next meeting of the New York Directors; and

Be it further **RESOLVED** that in the exercise of any of the powers or functions herein delegated:

- (1) The Executive Committee shall hold regular or special meetings at such times and places and upon such notices as it may from time to time decide.
- (2) A quorum for the transaction of business at any meeting of the Executive Committee shall be three (3) of its voting members.
- (3) The Executive Committee may act by the concurrence of a majority of its voting members present at a meeting but in no event by less than three (3) of its voting members.
- (4) Minutes of the meetings of the Executive Committee shall be kept and made available to any New York Director.

New York Director Request of Consideration

Be it further **RESOLVED** that any New York Director may at any time request consideration by the New York Directors of any decision made or action taken by the Executive Committee in the exercise of any of the powers or functions herein delegated to it. On such request being made, such consideration must be had at a meeting of the New York Directors immediately succeeding the making of the request; and, after such consideration is had, the New York Directors may deal with the matter in hand in any manner it deems best, its action to supersede that taken by the Executive Committee.

Executive Committee Assistance to New York Directors

Be it further **RESOLVED** that the Executive Committee be and it hereby is instructed to effectuate the purpose of these resolutions by relieving, as far as it may be possible, the New York Directors of all routine matters so that they may be able the better and more fully to devote themselves to questions of policy and to improving the conditions under which members render services.

Non-Member Complaint

Whereas, the New York Division provides a procedure for considering and determining complaints which may be made against one of its members by a non-member; and

Whereas, a non-member having a complaint against a member may believe that he/she has the right to prosecute his/her complaint in the courts or in arbitration; and

Whereas, action taken by the Division on a complaint made against a member by a non-member may prove prejudicial to a consideration of the complaint on its merits either by the courts or by an arbitrations tribunal in the event that the complaint is taken into either forum;

Now therefore be it **RESOLVED** that

- (1) No action shall be taken on any such complaint unless all persons who have or who believe they have a right to make the complaint basis of an action at law or of a proceedings in arbitration shall first execute and deliver to the Executive Director a formal document expressly waiving such right or, in the absence of such a document, until there has been a final disposition of the complaint either in the courts or in arbitration.
- (2) The foregoing is a statement of general policy and does not preclude the Board from proceeding with the consideration and determination of a complaint in the absence of such a document or prior to final disposition in the courts or in arbitration when in its judgment special circumstances warrant doing so.

Election Procedures

The following procedures will govern the election:

- (1) (A) All ballots will be sent to the designated federal post office box care of the election administrator.
- (B) The ballots will be collected at the Post Office by the election administrator, accompanied by the Election Committee, Executive Director (or his/her representative[s]), and any of the candidates, or representatives designated by the candidates, to observe.
- (2) In applying the Rules of Procedure with respect to eligibility to vote:
 - (A) A member, in addition to meeting all other requirements, must be a voting member at the time of casting his/her vote; and
 - (B) The time when any person shall be deemed to have become a member shall be the day on which he/she made application for membership and paid the prescribed sums due at that time.
- (3) The Executive Director shall generate a list of all eligible voters in accordance with these Rules of Procedure. The election administrator will check the eligibility of the members casting ballots on the basis of the information furnished by the Executive Director. Ballots cast by members who in the opinion of the election administrator are not eligible to vote are to be segregated and held with all other valid ballots for a minimum period of one (1) year.
- (4) Any ballot which is signed is to be considered void.
- (5) If on inspection of a ballot it is found that the member has, for any position(s) to be filled, voted for more vacancies than there are to be filled, the ballot is to be considered void as to said position(s).
- (6) Any error or other defect on a ballot is to be disregarded and the ballot considered valid if the intent of the member is nevertheless ascertainable. If the error or other defect is of a nature that the intent of the voter cannot be ascertained, the ballot is to be considered void.
- (7) Each candidate, either in person or through a representative (requested in writing by the candidate), may observe the count of the ballots.
- (8) (A) The election administrator is to be in charge of examining and counting the ballots, and recording and certifying the results of the count.
- (B) Should any question arise as to whether any ballot is or is not void, that question shall, before any of the ballots are counted, be determined by the election administrator.
- (C) Ballots determined to be void are to be withdrawn from the other ballots and held by the election administrator. The election administrator shall provide the Election Committee with a statement as to the number thereof certified by him/her.
- (D) All valid ballots are to be counted by the election administrator. After the valid ballots have been counted and the results recorded and certified to by the election administrator, the ballots are to be retained by the election administrator.
- (E) The election administrator is to retain all ballots for a period of one (1) year, unless a dispute has arisen in which event the election administrator shall retain the ballots until such dispute is finally resolved.
- (9) The Executive Director is not to participate in the determination as to validity of ballots.
- (10) No persons, other than the Election Committee, Executive Director of the Division (or his/her representative[s]), and the candidates or their duly-appointed representatives, and the election administrator and election Administrator staff are to be present at the counting of the ballots and the recording of the results.
- (11) The count of the ballots by the election administrator is to begin immediately after the collection of the ballots from the post office at the closing time for return of ballots, and shall continue until completed and the results recorded and certified. When the proceedings require more than a single day, the election administrator, at his/her discretion, may suspend tabulation. When and if this becomes necessary, all ballots will be deposited in a locked receptacle, sealed by the election administrator, until such time as the tabulation is resumed.
- (12)(A) In the event any member in good standing claims that any violation of any provisions of the Constitution and By-Laws or any applicable federal or state law has taken place in connection with such election other than an alleged violation by the Election Committee, either prior to or after the conduct of the election, such member may request a hearing by the Election Committee by filing a written charge within ten (10) days following the election setting forth with reasonable certainty the nature of the alleged violation, and the

facts constituting the alleged violation, provided that a different determination could change the result of the election.

- (1) The Election Committee shall advise the member in writing of the time and place of the hearing of the charges, which hearing shall be held as promptly as possible following the filing thereof, but in no event more than forty-five (45) days following the election.
 - (a) The Election Committee shall make a record of the proceedings before it.
 - (b) The Election Committee shall render its written decision to the Board of Directors as promptly as possible, but in no event more than thirty (30) days following the hearing of charges.
 - (c) The decision of a majority of the Committee present at such hearing shall be conclusive and binding with respect to the matters before it and, upon the rendition thereof, such decision shall be deemed to be the final decision of the Guild.
- (B) In the event any member in good standing claims that the Election Committee has violated any provision of the Constitution and By-Laws or any applicable Federal or State law in connection with the exercise by such Committee of its delegated duties, other than its duties as an appeal tribunal under Section 12(A), such member may request a hearing by the Board of Directors by filing, no later than ten (10) days following notification of the decision of the Election Committee, with the Board of Directors a written charge setting forth with reasonable certainty the nature of the alleged violation and the facts constituting the alleged violation.
 - (1) The Board of Directors shall advise the member in writing of the time and place of the hearing of the charges, which hearing shall be held as promptly as possible following the filing thereof, but in no event more than forty-five (45) days following the election.
 - (a) The Board of Directors shall make a record of the proceedings before it and render its decision as promptly as possible, but in no event more than thirty (30) days following the hearing of charges.
 - (b) The decision of a majority of the Board of Directors present at such hearing shall be conclusive and binding with respect to the matters before it and, upon rendition thereof, shall be deemed to be the final decision of the Guild.



360 Madison Avenue, 12th Floor
New York, NY 10017
212.944.1030
www.sag.org