



SCREEN ACTORS GUILD, INC.

Constitution and By-Laws

October 2007

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SCREEN ACTORS GUILD, INC. CONSTITUTION AND BY-LAWS

ARTICLE I Seal

The seal of Screen Actors Guild, Inc. (sometimes referred to hereinafter as the "Guild") shall be circular and bear the name of the Guild and the date of its incorporation.

ARTICLE II Mission and Objectives

Section 1. Mission Statement.

The Screen Actors Guild represents its members through:

- (A.) Negotiation and enforcement of collective bargaining agreements that establish equitable levels of compensation, benefits, and working conditions for performers;
- (B.) The collection of compensation for exploitation of their recorded performances and protection against unauthorized use;
- (C.) The preservation and expansion of work opportunities.

Section 2. The objectives of Screen Actors Guild, Inc. include the following:

- (A.) To represent and coordinate the activities of the various persons now or hereafter engaged or employed or expecting to be engaged or employed as performers in the motion picture industry, whether such activities and relations are with each other, with other organizations and associations within or without the motion picture industry or with the general public. The term "motion picture industry" includes, without limitation, the production of motion pictures by any means or devices for theatrical, television, internet, industrial, educational, commercial, advertising or religious purposes or uses.
- (B.) To organize and represent motion picture performers for the purpose of collective bargaining, to secure for them equitable compensation and better working conditions; to negotiate collective bargaining contracts with employers in the motion picture industry; to establish unity of action in pursuing such objectives and to engage in any and all other activities and do any and all other things which a labor union may do in the representation of employees.
- (C.) To advance the welfare of the motion picture industry and those engaged or employed therein as performers, by providing facilities for the conciliation and arbitration of disputes and by establishing and administering agreements between the Guild and its members and other branches of the motion picture industry, and to participate in any and all other activities for the purpose of effecting harmonious and just relations therein.
- (D.) To establish, conduct and maintain such educational, recreational, social and charitable enterprises as may assist in the advancement of its members and aid in their general welfare.

- (E.) To cooperate and/or affiliate with any organization or association whose objective is the betterment or advancement of motion picture performers, the motion picture industry, the entertainment industry and all persons employed therein, and the labor movement generally.
- (F.) To undertake and support such projects as may be for the advancement of motion picture performers and the arts and sciences of motion pictures and/or internal or external harmony, efficiency and ethics and/or the general welfare of the motion picture industry.
- (G.) To act as trustee under any trust incidental to the objectives of the Guild, and to receive, administer and expend funds and property subject to such trust.
- (H.) Without limiting the foregoing, to protect the rights and properties of its members, and to do all things necessary or proper to advance and promote their welfare and interests.

ARTICLE III

Membership

Section 1. Subject to the qualifications hereinafter in this Article set forth, the following persons shall be eligible for membership in the Guild:

- (A.) Any person who has performed or is performing or is about to perform as a performer (as hereinafter defined) in motion pictures;
- (B.) Any person who meets the definition of "background actors" hereinafter set forth;
- (C.) The term "performer," as used in this Section, includes actors, actresses, singers, stuntplayers, specialty performers, commercials performers, airplane pilots and all other categories of performers covered by the collective bargaining contracts between the Guild and motion picture producers as the same now are or may hereafter be established;
- (D.) The term "background actors" shall be deemed to include any person who completes three (3) days of work as a background actors under a Screen Actors Guild contract covering background actors.

Section 2. Membership in the Guild shall be obtained by written application therefore signed by the applicant and shall be in accordance with such requirements as may be established by the Board of Directors. The form of application shall be such as may from time to time be prescribed by the Board of Directors, but shall contain an agreement by the applicant to comply with the Articles of Incorporation, Constitution and By-Laws, Rules and Regulations of the Guild as they then exist or may be thereafter amended, diminished, or enlarged. Notwithstanding the fact that any member has not signed such an application, by acting as a member of the Guild, he or she thereby agrees to comply with the Articles of Incorporation, Constitution and By-laws, Rules and Regulations of the Guild as they then exist or may be thereafter amended, diminished, or enlarged.

Section 3. Only members in good standing and not in arrears of dues are entitled to any of the rights, privileges, and prerogatives of membership.

Section 4. The Board of Directors may confer the distinction of "Honorary Member" on any person who has performed distinguished service for the acting profession. Such term, however, shall be purely

honorary; and honorary members are not members, either as the term is used in this Constitution and By-Laws or otherwise, and have neither the rights nor the obligations of membership.

Section 5. Membership in the Guild is non-transferable, and is lost and terminated on expulsion or resignation from the Guild, and is suspended on suspension from the Guild.

Section 6. Membership in the Guild shall cease on the death of a member.

Section 7. Any property interests of a member shall cease at his or her death, or on the termination of his or her membership.

Section 8. The National Executive Director as well as any other employee of the Guild, need not be members, but should they be members, they shall not be active members while serving in such positions.

Section 9. The Board of Directors, from time to time, may cause to be prepared and distributed membership cards in the Guild in such form as the Board of Directors may prescribe.

ARTICLE IV

Entrance Fees and Dues

Section 1. The entrance fees, dues and assessments of members shall be fixed or changed by resolution of the Board of Directors. Such entrance fees, assessments and dues may be different for different classes of membership, and may be either uniform or based on ability to pay, or earnings. No increase in dues, assessments or initiation fees shall be made after September 14, 1959, except by a membership vote in accordance with the Federal Labor-Management Reporting & Disclosure Act of 1959, as the same now is or may hereafter be amended.

The Board of Directors may also require every member to subscribe to any Guild publication and pay a yearly subscription charge therefore.

Section 2.

- (A.)** Any member in arrears in the payment of dues for two (2) semi-annual dues periods shall be subject to suspension from the Guild in the manner hereinafter provided and, if suspended, shall lose all rights and privileges of membership but shall continue to be bound by all obligations of membership. A member suspended under the provisions of this paragraph shall be entitled to be restored to good standing in the Guild only upon payment of an amount equal to the sum of the member's delinquent dues, dues for the then-current dues period and any other financial obligation due from the member to the Guild, plus the additional sum of \$25.
- (B.)** A member in arrears in the payment of dues for three (3) semi-annual dues periods shall be terminated from membership.
- (C.)** The National Executive Director or his or her designee shall send notice in writing to any member who is in arrears in the payment of dues for two (2) semi-annual dues periods, which notice shall state the amount of dues in arrears and the amount and due date for payment of dues for the current semi-annual dues period. Such notice shall also advise the member that he or she has been suspended and that unless full payment of all dues and any other financial obligation due from him or her to the Guild, together with the additional sum of \$25, is made within the period specified in the notice, he or she shall be automatically terminated from membership without further notice.

Section 3. The Board of Directors shall have the power (which it may delegate) to deny or condition membership to any person who applies for membership or, for good cause, upon the application of any person, to extend the time of payment or to remit, in whole or in part, entrance fees, dues, late payments, assessments, reinstatement fees or provide for grace periods or leniency.

Section 4. A member, in order to resign from membership in the Guild, must give a written notice of resignation which shall be mailed or delivered to the member's Branch or Division office. A resignation shall not relieve a member of any obligations or monies that the member owed or was assessed prior to the date of such resignation.

Section 5. Any person whose membership was terminated for failure to pay dues pursuant to Section 2(B) of this Article or who resigned from membership pursuant to Section 4. of this Article, may apply for reinstatement to the Guild. That application will be accepted if the individual is qualified for membership under this Constitution and is in compliance with any applicable policy or rule established by the Board, subject to the power of the Board to deny or condition membership to any person pursuant to Section 3. of this Article. Any such individual whose application has been accepted will be reinstated upon payment of (a) the then-current full initiation fee for the Branch or Division in which the person is working; (b) all delinquent dues and current dues and (c) a \$100 application fee. However, on a one-time basis only, if such person applies for reinstatement within five (5) years of said resignation or termination, and if the application is accepted, the person will be reinstated upon the payment of (a) an initiation fee equal to 20% of the then-current initiation fee for that Branch or Division in which the person is working, (b) all delinquent dues and current dues and (c) a \$100 application fee.

Section 6. In addition to any other remedy prescribed herein or by law and cumulative thereto, the Guild may enforce any liability of a member or ex-member to the Guild, whether for entrance fees, dues, assessments, or other account, by an action at law or in equity, and in such action the Guild shall have the right to recover in the action its attorney's fees and costs therein incurred.

Section 7. In the discretion of the Board of Directors, a member in good standing who has been a member of the Guild for at least eighteen (18) months and who is not employed, or actively seeking employment, as a performer in the Guild's jurisdiction may become an inactive member in good standing as follows:

- (A.) Provided the member is not indebted to the Guild, the member may be granted an Honorable Withdrawal from active membership effective upon receipt by the Guild of the member's application therefor.
- (B.) Provided the member is indebted to the Guild for no more than two (2) semi-annual dues periods, the member may be granted inactive status effective upon receipt by the Guild of the member's application therefor. The granting of inactive status shall not relieve the member of any indebtedness to the Guild for the current or prior dues periods.
- (C.) An application for inactive status made more than thirty (30) days after the commencement of a semi-annual dues period shall not relieve the member of liability for dues applicable to such semi-annual dues period.

Such Honorable Withdrawal or Suspended Payment status shall have the following incidents:

- (D.) The member shall remain a member of the Guild, but shall be classified as an inactive member, and shall continue to be subject to all of the provisions of the Constitution and By-Laws, Rules and Regulations to the same extent as though he or she were an active member.

- (E.) An inactive member shall be reinstated to active membership without initiation fee when the member is again employed, or actively seeking employment, as a performer in the Guild's jurisdiction, either on the member's own request or by resolution of the Board of Directors.
- (F.) An inactive member shall be obligated to notify the Guild as soon as the member resumes employment, or actively seeks employment, as a performer in the Guild's jurisdiction. The member shall be liable for dues based on earnings, but shall not be liable for base dues during such period of Honorable Withdrawal or Suspended Payment from active membership unless the member is reinstated within one (1) year after the expiration of the semi-annual dues period as of which date the Honorable Withdrawal or Suspended Payment status is granted, in which event the member shall be liable for all such dues.
- (G.) A member who is granted an Honorable Withdrawal or Suspended Payment status and is reinstated within the first month thereafter will have the Honorable Withdrawal or Suspended Payment status canceled and its effect nullified for all purposes.

A member on Honorable Withdrawal or Suspended Payment status who is reinstated within the first three (3) months of a dues period, shall have the reinstatement date as of the beginning of that dues period; a member on Honorable Withdrawal or Suspended Payment status who is reinstated during the last three (3) months of a dues period shall have the reinstatement date as of the beginning of the next dues period.

A member on Honorable Withdrawal or Suspended Payment status who is reinstated shall not be entitled to another Honorable Withdrawal or Suspended Payment status for a period of one (1) year from the date of such reinstatement.

ARTICLE V

Government, Board of Directors, and Officers

Section 1. Board of Directors.

- (A.) The governing body of the Guild shall be a Board of Directors which shall be composed of the President, the Secretary-Treasurer, and Directors elected by members of the Hollywood Division, the New York Division and the Regional Branch Division. The total number of Directors, and the number of Directors allocated to each Division, shall be that determined in accordance with subparagraph (E.) below. The number of votes allocated to each Division, as provided in this Section, shall reflect the apportionment of the total membership in that Division.
- (B.) The members of each Division shall vote only for those Directors allocated to the Division under Section (E.) of this Article, and shall not vote for any other Directors.
- (C.) Each seat on the Board of Directors shall be of three (3) years duration unless otherwise required in order to provide for staggered terms or as required pursuant to paragraph G.3 of this section. To the extent possible, one-third (1/3) of the Directors allocated to each Division shall be elected each year.
- (D.) The term of office of all Directors elected in each year shall commence on September 25 of the year in which the election is held.

(E.) The Divisions shall elect the following number of Directors:

- (1.) The Hollywood Division and the New York Division shall elect the number of Directors proportional to that Division's membership as a percentage of the total membership times 60 (using a whole number, without rounding) except as provided in paragraph 4 below.
- (2.) Each Regional Branch with a membership of 1/60th or more of the total membership shall elect one Director for each full 1/60th of the membership which are members of that Regional Branch. If any Regional Branch has a membership pursuant to Paragraph G of this section that falls within one percent (1%) or less of an additional 1/60th of the total membership, that Regional Branch shall be entitled to elect an additional Director from the Regional Branch Division apportionment.
- (3.) With regard to Regional Branches whose membership is less than of 1/60th of the total membership, that Branch shall elect one Director.
- (4.) If the total number of Directors elected by the Hollywood Division and by the New York Division as determined by paragraph 1 of this subparagraph (E.), plus the percentage of the membership of the Regional Branch Division times 60 (using a whole number, without rounding) is less than sixty, then the Division with a number with the largest fraction over a whole number shall be entitled to elect an additional Director. Should additional members be required, the Division with the next highest fraction over a whole number shall be entitled to elect an additional Director until the number 60 is achieved. However, the Regional Branch Division shall not be entitled to elect another Director so long as any Directors are elected by that Regional Branch Division pursuant to paragraph 3 of this subparagraph (E.).
- (5.) The President and Secretary-Treasurer shall not count as part of this apportionment of Directors.

(F.) Weighted voting.

Each Director shall be entitled to at least one vote on any matter which comes before the Board of Directors and on which that Director is entitled to vote. In addition, certain Directors shall have a weighted vote as determined in Appendix II of this Constitution. The purpose of this weighted vote is to ensure that the votes of Directors in each Division is proportional to the percentage of the membership which the Directors in those Divisions represent.

(G.) Reapportionment.

- (1.) The Board of Directors shall be reapportioned every two (2) years to reflect any percentage changes to the membership. This reapportionment shall be based on a member census on October 31 of each year prior to the year in which National Officers are elected.
- (2.) The number of Directors elected at the next scheduled election by each such Division or Regional Branch shall thereafter be determined pursuant to paragraph (E.) of this Section.
- (3.) If the reapportionment process required by paragraphs 1 and 2 requires that there be fewer Directors elected by a Regional Branch, and if none of the seats to be

eliminated would otherwise expire, the seat with the fewer remaining years of incumbency shall expire as of the next election. If all seats of that Branch are of the same term, the seat which shall expire shall be selected randomly.

- (4.) If reapportionment requires that an additional Director shall be elected, the term of office of that Director shall be established by the Board of Directors in a manner so as to maintain as much as possible the staggered terms provided for in paragraph (C.) of this Section. In a Regional Branch which elects more than one Director, the Board of Directors shall establish the term of the new Director which shall, to the extent possible, be different than that of other Directors elected by that Regional Branch.

(H.) Role and Responsibility of the Board.

- (1.) The general management and the control of the affairs, funds and property of the Guild shall be vested in the Board of Directors which is the highest governing authority within the Guild. The role of the National Board sets the strategic direction for the Guild. The National Board of Directors is the final arbiter of any and all disputes except as otherwise prescribed by the Constitution. The National Board of Directors has the authority to interpret the terms of this Constitution.
- (2.) The Board of Directors, has the final exclusive authority, and may not delegate that authority, with regard to the following matters. In exercising its final authority as provided in this paragraph, the Board of Directors may refer the matter to committees, or any person, to make recommendations to the Board of Directors:
 - (a) approval of the Guild strategic plan;
 - (b) approval of the budget and guild financial plan;
 - (c) approval of amendments to the Screen Actors Guild Constitution except to the extent that the membership shall approve amendments pursuant to Article XVIII;
 - (d) approval of amendments to major collective bargaining agreements and referral to membership referendum vote where necessary;
 - (e) approval of amendments to the Agency Regulations and referral to membership referendum vote where necessary;
 - (f) approval of rules of procedure as recommended by Division Boards or Regional Branches;
 - (g) approval of dues assessments and initiation fees to send to referendum vote of the membership;
 - (h) the decision to send referendum vote of the national membership except where such referendum is otherwise required by the Constitution;
 - (i) all decisions regarding the employment of a National Executive Director, including the decision to appoint or terminate that executive, the evaluation and review of the performance of that executive and the compensation paid to that executive (including any performance based bonuses or incentives).

- (3.) The National Board has the final exclusive authority with regard to the following matters, except that the National Board may delegate that final authority at its discretion:
 - (a) calling a strike of the members pursuant to Article XII;
 - (b) hearing disciplinary charges and appeals in accordance with Article XIV;
 - (c) approving budget additions in excess of \$50,000 except that the N.E.C. may authorize any necessary budget addition if the Board of Directors cannot do so in a timely fashion;
 - (d) approving significant and precedential waivers to major collective bargaining agreements, except that the N.E.C. may approve such a waiver if the Board of Directors cannot do so in a timely fashion;
 - (e) appointing trustees, delegates or representatives of the Guild to outside organizations, including, but not limited to, the Screen Actors Guild - Producers Pension and Health Plans, or allocating to the Divisions the number of such representatives to be appointed by that Division;
 - (f) appointing an Associate National Executive Director, Assistant Executive Director(s) and such other Executive Assistants to the National Executive Director as may be required, or conferring with the National Executive Director regarding any such appointments which the Board has delegated to the National Executive Director;
 - (4.) The Board of Directors shall have the discretion to retain outside independent legal counsel to aid in the performance of its governance obligations.
- (I.) Committees of the Board.
- (1.) The Board shall establish a National Executive Committee as provided in Section 2;
 - (2.) The Board shall establish a Classification Committee as provided in Article VI, a Finance Committee, and a Strategic Planning Committee, the members and co-chairs (if applicable) of which shall be selected by the Division Boards in accordance with Article VI, Section 7(A);
 - (3.) The Board may establish any other committees which shall serve at its pleasure, the members and co-chairs (if applicable) of which shall be selected by the Division Boards in accordance with Article VI, Section 7(A);
 - (4.) Subject to Section 1.H.2 of this Article, the Board of Directors may, from time to time, delegate any of its powers and duties to any committees, which delegation shall be revocable by the Board of Directors at any time. The chairs of any such national committee shall be appointed by the Board.

(J.) Meetings.

(1.) The Board of Directors shall meet in plenary session four (4) times annually: unless otherwise determined by a two thirds vote of the Board of Directors, two (2) times by video conference and two (2) times in person. One of the in-person meetings shall occur following the annual election in the Fall.

(2.) (a) Video conference meetings shall end by 11:00 p.m. Eastern time. In person meetings scheduled for one day only shall end by 11:00 p.m. of the location in which the meeting is being held. In person meetings scheduled to span more than one day shall be scheduled such that the meeting shall continue into the evening on the first day of the meeting, and the meeting shall end by 5:00 p.m. of the location in which the meeting is being held on the last day of the meeting. A vote of two thirds of those present shall be required to extend the meeting by no greater than one half hour increments beyond the limitations set forth in this paragraph, except that no extensions beyond 5:00 p.m. on the last day of multiple-day meetings shall be permitted.

(b) The foregoing provisions of this subdivision (2.) shall cease to be in effect after April 23, 2010, and after that date the only operative provision of this section shall be as follows:

Video conference meetings shall end by 11:00 p.m. Eastern time. In person meetings shall end by 11:00 p.m. of the location in which the meeting is being held. A vote of two thirds of those present shall be required to extend the meeting by no greater than one half hour increments.

(3.) Additional meetings by videoconference may be called by the President, the N.E.C., the National Executive Director, or by the Board by a vote of two-thirds of those present or by written consent of two-thirds of the Board, provided that the Directors are provided no less than three business days notice of such meeting.

(4.) Except as provided otherwise in this Constitution, any acts shall be valid for all purposes with or without a meeting if approved by the written assent of a majority of the votes of the Board of Directors, or such higher percentage of the Board votes as may be required by this Constitution.

(5.) The presence of members which exercise one-third (1/3) of the votes of the Board of Directors shall constitute a quorum, provided that at least two members of each Division are in attendance. If fewer than two members of any Division are present, but a quorum would otherwise exist, the Board of Directors may nonetheless take action on any matter set forth with specificity on the agenda for the meeting, or with respect to any matter on which debate or discussion began prior to the absence of such a quorum, except a matter requiring a supermajority vote, as follows:

(a) The Board of Directors may debate and vote, and the motion and result of such vote shall be recorded in the minutes of the meeting, together with such detail of the debate as may be practicable. Any vote taken pursuant to this paragraph must be taken by roll call.

(b) If any motion made receives a majority of the votes cast in the meeting of the Board of Directors, such motion and the record of the debate shall be referred within three calendar days of the conclusion of the Board of Directors meeting

to the Division Board of Directors of any Division having cast fewer votes on the motion at the meeting than all those to which the Division is entitled. The Division Board of Directors may cause a vote to be taken among its members or seated alternates of the Board of Directors, either by meeting or by written assent. Any vote taken, whether in person, by electronic communication, or in writing, must be taken by roll call, and only those Directors or their sitting Alternates by whom or for whom a vote has not already been cast shall be entitled to vote. By way of example, a Director who was replaced by an Alternate at the meeting of the Board of Directors will not be entitled to cast or change the prior vote. The Division Board of Directors shall not seek to amend the motion as voted upon by the Board of Directors. For purposes of this section, such a vote shall be deemed a national responsibility of the Division Board of Directors in accordance with Article VI, Section 7 of this Constitution and By-Laws.

- (c) Unless the motion passed by the Board of Directors provides for a longer period for consideration, a Division Board of Directors voting in accordance with paragraph (b.) of this subdivision shall report the results of its vote within fourteen (14) calendar days of the referral of such a motion. Such results will be added to the results of the vote taken at the meeting of the Board of Directors. Once cumulated, the results of the vote will be determined and will be deemed to be the action of the Board of Directors effective as of the date such votes are reported by the Division Board of Directors.
- (d) If a Division Board of Directors entitled to cast votes pursuant to paragraphs (b.) and (c.) of this subdivision fails to report its votes within fourteen (14) calendar days of the referral of such a motion, or such longer period as may be prescribed in the motion of the Board of Directors, the result of the vote in the meeting of the Board of Directors cumulated with the result of the votes of any Division Board reporting within such period will be deemed to be the action of the Board of Directors, effective as of a date fourteen (14) calendar days after the referral of the motion, provided, however, that the National Executive Committee or the Board of Directors may extend the deadline for reporting of votes upon a finding of good cause.
- (e) The provisions of this subdivision providing for action in the absence of a quorum shall be inapplicable in the event that the lack of a quorum is the result of *force majeure*. If an event of *force majeure* prevents a Division from acting in a timely manner in accordance with subdivision (d.) of this section, the deadline for action shall be tolled during the period of the *force majeure* incident and for a reasonable period thereafter, as determined by the Board of Directors or National Executive Committee.
- (f) Nothing in this Section shall be construed so as to limit the authority of the Board of Directors to act by written assent as provided by Section 4 of this article.
- (g) The foregoing provisions of this subdivision (5.) shall cease to be in effect after April 23, 2010, and after that date the only operative provision of this section shall be as follows:

The presence of members which exercise one-third (1/3) of the votes of the Board of Directors shall constitute a quorum.

(6.) All voting at meetings of the Board of Directors shall be done in person or by telephone or video conference and not by proxy; provided, however, that this shall not preclude the right of the Board of Directors to act by written assent of a majority of votes of its members, or such higher percentage of the Board votes as may be required by this Constitution.

(K.) Replacements.

(1.) A permanent vacancy shall exist whenever a Director or Alternate Director shall resign or become deceased.

(2.) If a Director shall be absent from three (3) consecutive meetings of the Board without excuse, the Division Board or Branch Council may declare that a permanent vacancy exists.

(3.) In the case of a permanent vacancy in the New York or Hollywood Divisions, the Division Board of Directors of the Division in which that vacancy exists shall have the power to fill such vacancy from the membership of that Division provided that the member chosen as that replacement must be qualified to be a candidate for, and hold, that office pursuant to this Article. Any such Permanent Replacement shall thereafter serve as a Director until the next annual election in accordance with the Division Rules of Procedure.

In the case of a permanent vacancy in the Regional Branch Division, the Branch Council of the Regional Branch in which that vacancy exists shall have the power to fill such vacancy from the membership of that Regional Branch provided that the member chosen as that replacement must be qualified to be a candidate for, and hold, that office pursuant to this Article. Any such Permanent Replacement shall thereafter serve as a Director until the next annual election in accordance with the Regional Branch Rules of Procedure.

(L.) Alternate Directors.

(1.) Members of each Division or Regional Branch shall elect Alternate Directors who may serve as Directors in the absence of Directors as provided in this section and in the Division's or Branch's Rules of Procedure. However, in face-to-face National Board plenaries, either the Director or the Alternate Director shall serve for the entire meeting. The term of office of Alternate Directors shall be one year, provided that if a Branch elects Alternate Directors who are also officers or Council members of that Branch, the term of office of the Alternate Director may be the same as the term served as Branch officer or Council member, but not to exceed three (3) years.

(2.) The number of Alternate Directors elected by the Hollywood Division and New York Division shall not exceed two-thirds, rounded to the nearest whole number, of the number of Directors elected by that Division. Alternate Directors may also be members of that Division's Board. When Directors are absent for a meeting, Alternate Directors shall be selected to sit as a Director for that meeting as provided by the Division's Rules and Regulations which have been approved by the Board of Directors.

(3.) Alternate Directors elected from the Regional Branch Division may also be elected to be officers or members of a Regional Branch Council. When a Director from a Regional Branch is absent for a meeting then the Alternate Director shall be selected

in an order to be determined by the Branch Rules of Procedure which have been approved by the Board of Directors.

- (4.) Each Division or Regional Branch may adopt its own Rules of Procedure governing the election of Alternate Directors and the method by which Alternate Directors are designated to serve in the absence of a Director; provided, however, that such Rules are consistent with this Section, are approved by the Board of Directors and provided further that the Rules must require that it is clearly indicated in the election of the Alternate Director that the member so elected will be an Alternate Director.

Section 2. The National Executive Committee (N.E.C.).

- (A.) The N.E.C. shall be composed of the President and the Secretary-Treasurer and 23 Directors, provided that N.E.C. members selected by the Regional Branch Division pursuant to paragraph B of this Section may be Alternate Directors.
- (B.) The number of N.E.C. members selected by each Division shall be determined as follows:
 - (1.) Each Division shall elect the number of N.E.C. members proportional to that Division's membership as a percentage of the total membership times 23 (using whole numbers, without rounding), except as provided in paragraph B.2 of this section 2.
 - (2.) If the total number of N.E.C. members as determined by paragraph 1 of this section 2 is less than 23, the Division with a number with the largest fraction over a whole number shall be entitled to elect an additional member of the N.E.C. Should additional members be required, the Division with the next highest fraction over a whole number shall be entitled to elect an additional N.E.C. member until the number of 23 is achieved.
- (C.) Each Division Board of Directors shall select its own members of the N.E.C. The rules of procedure of each Division may permit the appointment of alternates for the N.E.C. member or members elected by each Division, provided that such Rules of Procedure have been first approved by the Board of Directors. However, in any meeting, either the N.E.C. committee member or the Alternate to the N.E.C. shall serve for the entire meeting. Such alternates for the N.E.C. shall be Directors except in the case of the Regional Branch Division, in which case, the N.E.C. members from the three largest Branches may be Alternate Directors. The President and Secretary Treasurer shall be members of the N.E.C. but shall not count toward any Division's apportionment. The Vice-Presidents shall be members of the N.E.C. and shall count toward each Division's apportionment.
- (D.) With regard to members of the N.E.C. who represent the Regional Branch Division, one member of the N.E.C. shall be selected from each of the three largest Branches. Any Division Vice President from one of the three largest Branches shall count as that Branch's guaranteed member. The alternates for N.E.C. members selected by the three largest Branches may be another Director or Alternate Director elected by that same Regional Branch.
- (E.) The N.E.C. shall be reapportioned every two years, during each year in which National Officers are elected. That reapportionment shall be based on a census of the membership as of October 31 of the year prior to the year in which National Officers are elected.

- (F.) The term of office for each member of the N.E.C. (other than the President and Secretary-Treasurer) is one year. Each Division shall meet annually prior to the Fall Plenary of the Board of Directors to select their members of the N.E.C..
- (G.) The N.E.C. may take any action it deems appropriate except as follows:
 - (1.) the N.E.C. may not take any action which is in contravention of policies adopted by the Board of Directors or of the Constitution or By-laws;
 - (2.) the N.E.C. may not take any action either with regard to matters reserved to the exclusive authority of the Board of Directors pursuant to Section 1(H.) (2) of this Article;
 - (3.) the N.E.C. may not take any action with regard to matters within the authority of the Board of Directors pursuant to Section 1(H.) (3) of this Article, unless the N.E.C. determines that it would prejudice the Guild if the N.E.C. did not act before the next scheduled meeting of the Board of Directors;
 - (4.) the N.E.C. may approve budget additions in an amount not exceeding \$50,000, provided that, the N.E.C. may approve greater budget additions in emergencies where such budget additions are needed to conduct necessary business of the Guild;
 - (5.) the N.E.C. may establish national standing committees only if the N.E.C. determines that it would prejudice the Guild if the N.E.C. did not do so before the next scheduled meeting of the Board of Directors.
- (H.) The N.E.C. may call the Board of Directors into session at any time it deems necessary.
- (I.) Thirteen members (or Regional Branch Division alternates) of the N.E.C. shall constitute a quorum, provided that at least two members of each Division are in attendance.
- (J.) The following actions require a super-majority of 60% of the N.E.C. members or alternates present for passage:
 - (1.) increasing the budget;
 - (2.) adoption of a collective bargaining agreement, where that agreement is not subject to a membership ratification, and modifications of, or waivers to, any collective bargaining agreement

Section 3. Officers.

- (A.) The President and Secretary-Treasurer shall be:
 - (1.) nominated and elected by the members biennially from the membership in the manner provided in Article VIII and shall hold office for two (2) years or until their successors qualify;
 - (2.) ex-officio (non-voting) members of each Division Board of Directors. As non-voting members of each Division Board they are not permitted to make motions or initiate any other parliamentary procedures pursuant to Robert's Rules of Order.

- (3.) ex-officio (non-voting) members of all standing committees; they may, however, be appointed to any committee by the Board of Directors with full voting rights.
- (B.) The term of office of all Officers of the Guild shall commence on September 25 of each year in which the election is held.
- (C.) A member may not serve as President, Secretary-Treasurer, Director or Alternate Director at the same time.
- (D.) The President shall be the chief elected officer and Chairman of the Board of the Guild. The President shall serve as a member of the National Executive Committee, the Strategic Planning Committee, the Finance Committee and shall preside at all meetings of the Board of Directors. If the President is absent, or is unable to act, the Secretary-Treasurer shall act instead. In like manner, the Vice Presidents in order of rank shall in turn succeed to the President's duties. In case of all of their inability to act, the Board of Directors may designate a pro tempore substitute. The President must reside in the Los Angeles area during his/her term of office, although the President is not required to change his/her SAG Division/Regional Branch affiliation during the term of office.
- (E.) The Secretary-Treasurer is the primary elected liaison for budgetary and financial matters and shall serve as the chair of the Finance Committee, as a member of the Strategic Planning Committee and as a member of the National Executive Committee. The Secretary-Treasurer must reside in the Los Angeles area during his/her term of office, although the Secretary-Treasurer is not required to change his/her SAG Division/Regional Branch affiliation during the term of office.
- (F.) All Vice Presidents shall serve as members of the National Executive Committee and members of the Strategic Planning Committee. The Vice President may sit as the Chair of the Division Board which he or she represents. All Vice Presidents count toward the number of Directors apportioned to a Division pursuant to Article V, Section 1 (E.).
- (G.) The functions of the President, Secretary-Treasurer, Vice Presidents, and members of the National Board of Directors shall include that of acting whenever necessary as Delegates to the Electoral Convention of the Associated Actors and Artistes of America ("4As"). The President, First Vice President, and Second Vice President shall serve as the three (3) Delegates to represent the Guild at such Convention. If the President is unavailable to serve, the following persons, in the following order shall serve in his or her place: Secretary-Treasurer, Third Vice President, a National Director from the Third Vice President's Division in the order designated by that Division Board of Directors. If the First Vice President is unavailable to serve, a National Director from the First Vice President's Division shall serve in his or her place in the order designated by that Division Board of Directors. If the Second Vice President is unavailable to serve, a National Director from the Second Vice President's Division shall serve in his or her place in the order designated by that Division Board of Directors. In exercising their authority as Delegates to the Electoral Convention of the 4As, the delegates shall vote in such a manner as is directed by majority vote of the national officers of the Guild.
- (H.) The Board of Directors shall have the power to fill permanent vacancies among the National Officers of the Guild as follows:

 - (1.) If a permanent vacancy exists in the office of President, the Secretary-Treasurer shall serve as acting President until the next plenary meeting of the entire National Board of Directors unless the next election of National Officers occurs earlier and shall,

during that time, serve as both the President and Secretary Treasurer. At the plenary meeting, any qualified Guild member shall be nominated and elected to the office of President for the balance of the then-current term;

- (2.) If a permanent vacancy exists in the office of the Secretary-Treasurer, the vacancy shall be filled at the earliest opportunity by nomination and election of any qualified Guild member by majority vote at the next plenary meeting of the Board of Directors. The Secretary-Treasurer so elected shall serve for the balance of the then-current term for such officer;
- (3.) If a permanent vacancy exists in the office of any of the Vice Presidents, the replacement shall be a Director of that Division Board and shall be elected by the Division Board. The National Vice President so elected shall serve for the balance of the then-current term.
- (4.) A permanent vacancy shall exist whenever an Officer shall resign or become deceased. If a Vice President is temporary absent, but no permanent vacancy exists, that Vice President's position on the Board of Directors may be filled by an Alternate Director as provided in Article V, Section 1, subparagraph (L.). However, any such Alternate Director shall not be considered a Vice President.

Section 4. Every Director, Officer or employee of the Guild shall be indemnified by the Guild against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, Officer or employee of the Guild, or any settlement thereof, whether or not he or she is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Guild. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or employee may be entitled.

The Guild shall have the right at the expense of the Guild to participate in or, at its election, assume the defense or prosecution of any such proceeding against a Director, Officer or employee and may employ counsel and fully participate therein.

Section 5. Meetings of the Board of Directors, General Membership, and committees of the Guild shall be conducted pursuant to Robert's Rules of Order Revised, unless otherwise specified in this Constitution and By-Laws.

Section 6. No elective Officer or member of the Board of Directors shall receive any compensation for his or her services, or serve in any position in the Guild for which he or she is compensated.

Section 7. No member shall be eligible to serve as a National Officer, Director, Alternate Director, permanent replacement for a Director or Alternate Director or member of a Regional Branch Council unless that member's dues has been paid within forty-five (45) days following commencement of the current dues period as well as within forty-five (45) days following the commencement of the semi-annual dues period immediately preceding the semi-annual dues period during which the member would serve.

(A.) Dues Delinquency During Term of Office.

If a member of the National Board of Directors, a Division Board of Directors or a Regional Branch Council fails to pay, within the forty-five (45) day grace period, dues for any period

during his/her term of office, he/she shall not be permitted to attend any meeting of the Board of Directors or Regional Branch Council, whichever is applicable, or otherwise serve in the office to which he/she has been elected until the delinquent dues have been fully paid.

(B.) Replacement of Delinquent National Board Member During Period of Delinquency.

- (1.)** If the delinquent member was elected to the National Board by a Division of the Guild, he/she shall be replaced by an elected Alternate selected in accordance with the Division's Rules of Procedure; provided, however, that the delinquent member may not select his/her replacement.
- (2.)** If the delinquent member was elected to the National Board by a Regional Branch, he/she shall be replaced in the manner provided in the Rules of Procedure of the Branch; provided, however, that the delinquent member may not select his/her replacement.
- (3.)** Notwithstanding the foregoing, the provisions of the Constitution and By-Laws regarding the suspension or termination of membership shall continue in full force and effect.

ARTICLE VI Branches and Divisions

Section 1. There shall be three Divisions of the Guild: the Hollywood Division, the New York Division, and the Regional Branch Division.

Section 2. Assignment of members to Divisions and Branches shall be determined by the Board of Directors.

Section 3. Governance:

- (A.)** Each Division shall elect a Division Board of Directors to govern its affairs. Directors elected by that Division, shall also be members of the Division Board of Directors. Each Division Board of Directors shall adopt rules and regulations, subject to approval by the National Board of Directors, to govern that Division.
- (B.)** Each Division shall, subject to the approval of the Board of Directors, formulate Rules of Procedure for the nomination and election of the Directors which are consistent with this Constitution and By-laws. Such Rules of Procedure may include the following:
 - (1.)** that no member of that Division is eligible to become a candidate for the National Board of Directors from that Division unless the member has been a member of that Division for a minimum period of one (1) year;
 - (2.)** that no member of a that Branch is eligible to become a candidate for the National Board of Directors from that Branch unless the member has been a member of that Branch for a minimum period of one (1) year;
 - (3.)** that nomination of Directors may be done by Nominating Committee(s), as well as by Nominating Petition; provided that not less than one-third of the membership of any such Nominating Committee shall be members-at-large.

- (C.) Each Regional Branch shall elect a Council to govern its affairs. Each Regional Branch Council shall adopt rules and regulations, subject to approval by the National Board of Directors, to govern that Regional Branch. The Rules of Procedure of each Branch shall provide that:
 - (1.) Any National Director elected by such Branch need not be a member of the Branch Council; and
 - (2.) if any such National Director is not a member of his or her Branch Council, he or she shall nevertheless serve as such during his or her term of office as a National Director and the Branch Council shall be enlarged accordingly.
- (D.) When exercising their authority under Section 7 of this Article, the Division Board of Directors shall only permit Directors, or Alternate Directors sitting for those Directors, to vote and shall utilize weighted voting as provided in Article V., Section 1 (F).

Section 4. The right to assign members to a Branch or Division and to make further classifications of members, and to adopt rules and regulations governing such classifications shall be vested in the Board of Directors, but may be delegated by the Board to a committee to be constituted in accordance with Article VI, Section 7(A), known as the "Classification Committee," and the decision of such Board of Directors or such Classification Committee, as the case may be, shall be conclusive. The Board of Directors, or such Classification Committee, may from time to time change the classification of a member, and its decision shall be conclusive. If, however, the member files written notice within ten (10) days after the member is notified of such decision that the member objects thereto, the member shall be given a hearing by the Board or such Classification Committee, and on such hearing may be restored to his or her previous classification, but until so restored the member shall have the classification designated by the Board of Directors or the Classification Committee, as the case may be.

Section 5. The Classification Committee may, in any event, transfer any member of the Guild who has been a resident for a period of three (3) years in an area in which there is an established Branch or Division of the Guild, to membership of such Branch or Division. However, upon written request of a member made to the Classification Committee, the Committee may, in its discretion, waive the application of this rule.

Section 6. The Branches which have been formed by resolution of the Board of Directors and are in existence as of October 2002 are as follows:

- | | |
|-------------------------|-------------------------|
| Chicago | Nevada |
| Boston | Georgia |
| Detroit | Houston |
| San Francisco | San Diego |
| Florida | Nashville |
| Dallas/Ft. Worth | Hawaii |
| Colorado | Washington-Balt. |
| Arizona | Utah |
| Philadelphia | Seattle |
| New Mexico | Portland |

Section 7. National Responsibilities of the Division Boards.

In addition to the role and responsibilities provided for elsewhere in this Constitution and By-Laws, the Division Boards shall have the following specific National responsibilities:

- (A.) Each Division Board shall have the authority to select its own Vice President, and any members of the National Executive Committee, Strategic Planning Committee, Finance Committee, and any members, alternates, or co-chairs (if applicable) of any other committees which have been allocated to the Division. Other than the Vice President and any members of the National Executive Committee, members, alternates, and co-chairs so selected may be removed by the Division Board at any time. At the National Board meeting following such selection, each Division Board shall report the names of committee members, alternates, and co-chairs (if applicable) selected. The National Board may remove any committee member, alternate, or co-chair by a two-thirds (2/3) vote of the Board.
- (B.) Each Division Board shall have the authority to select trustees, delegates or representatives of the Guild to outside organizations, including, but not limited to, the Screen Actors Guild - Producers Pension and Health Plans, if the Board of Directors has delegated its authority to make such appointments pursuant to Article V, Section 1(H.)(3)(e).

ARTICLE VII

National Membership Meetings

Section 1. Commencing with the 2001 - 2002 fiscal year of the Guild, the Annual Meeting of the Guild shall be held in the County of Los Angeles, State of California, on such date and at such time and place as may be designated by the Board of Directors, but the hour so designated shall be between 1 p.m. and 9 p.m. In the event that the Board of Directors deems an emergency to exist which would require the rescheduling of said Annual Meeting as to either date or time, it may by resolution reschedule said meeting to a date certain; however, any postponement of such Annual Meeting may not exceed sixty (60) days. At least five (5) days' written notice shall be given to the members of the time and place of meeting.

Section 2. The order of business at the Annual Meeting of the Guild shall be prescribed by the Board of Directors.

Section 3. At all meetings of the Guild fifteen percent (15%) of the membership, present in person, shall constitute a quorum. If a quorum be not present, the meeting shall adjourn to a day and hour fixed by the presiding Officer, unless a majority of the members of the Board of Directors present at such meeting decide to proceed with the meeting.

Section 4. 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.

Section 5. Resolution.

- (A.) Any member of the Guild may at any time present a resolution to the Board of Directors for its consideration, and the Board of Directors, within thirty (30) days thereafter, shall advise such member of the action taken. Any such resolution shall be limited in length to two hundred fifty (250) words, but may be supported by a more lengthy statement. If the member is dissatisfied with the action of the Board of Directors on such resolution, the member may file with the Board of Directors at least thirty (30) days before the Annual Membership Meeting a petition signed by at least one hundred (100) members in good standing requesting that such resolution be considered at such meeting. Such petition shall state the name of the sponsor or sponsors of the resolution and shall be in such form as the Board of Directors shall prescribe.

- (B.) A brief summary of all resolutions to be presented at the Annual Membership Meeting shall be sent to the membership in advance of the meeting.
- (C.) All resolutions complying with the foregoing provision shall be presented for consideration at the Annual Membership Meeting.
- (D.) Any action on any resolution or motion taken at any membership meeting may, in the discretion of the Board of Directors, be referred to a referendum vote of the membership. In the event the Board of Directors does not order such referendum to be taken within thirty (30) days after such membership meeting, and provided that a quorum was present at such meeting, the resolution shall become effective.
- (E.) In the event that no quorum is present at a membership meeting, and the members of the Board of Directors present at such meeting vote to proceed with the meeting as provided for in Section 3 hereof, any action taken upon any resolutions or motions shall be merely advisory to the Board of Directors.
- (F.) The term "resolution" shall include, without limitation, any declaration or statement of policy, any proposal for a course of action or inaction or for the making of any decision with respect to a matter and any proposal for amendment of the Constitution and By-Laws.

Section 6. The President may, and when so instructed by the Board of Directors shall, forthwith call a special meeting of the members of the Guild. At least two (2) days' written notice shall be given to the members, but should the Board of Directors deem an emergency to exist, it may prescribe a shorter notice. The notice of such meeting may designate the objects of the meeting or may specify that it is to transact such business as may come before the meeting, in which latter event any business may be transacted at such special meeting.

Section 7. The Secretary-Treasurer must call a special meeting of members of the Guild within thirty (30) days when so requested in writing by five percent (5%) or more of the members, which request shall specify the purpose of such meeting. However, if the Board of Directors deems the meeting inadvisable, it may order a mail vote of the membership on the question of whether or not said meeting shall be held, which vote shall be taken within thirty (30) days of the receipt of the notice, and said vote shall determine whether a meeting shall be called. A copy of the body of the petition shall be enclosed with the ballot. If a majority of those voting vote in favor of a meeting, the same shall be called within twenty (20) days thereafter. If a majority of those voting vote against a meeting, the same shall not be called.

ARTICLE VIII

Nomination and Election of Officers

Section 1. The President and Secretary-Treasurer shall be nominated as follows:

- (A.) The President and Secretary-Treasurer shall be nominated by nominating petition as provided herein, or by the National Nominating Committee, and shall be elected by the entire national membership of the Guild.
 - (1.) Nominating Petition.
 - (a.) A nominating petition shall be in writing and shall be signed by not less than thirty-five (35) members in good standing and not in arrears of dues.

- (b.) Each nominating petition shall be accompanied by a written statement signed by the person nominated stating that:
 - (i.) he or she accepts the nomination,
 - (ii.) consents to run for the office for which he or she is nominated,
 - (iii.) will not withdraw as a candidate, and
 - (iv.) if elected, he or she will comply with the residency requirement.
 - (c.) Such petitions must be filed with the Secretary-Treasurer not later than July 25th.
- (2.) Nominating Committee.
- (a.) The National Nominating Committee for the nomination of the President and Secretary-Treasurer shall be chosen not later than April 30th of each alternate year in which Officers are elected and shall consist of eleven (11) members which shall be elected by each Division Board. The number of members elected by each Division shall be in the same proportion as their percentage of the membership using whole numbers, without rounding, except that if the total number is less than 11, the Division with the largest fraction above a whole number shall elect an additional member. Two (2) members of the largest Division, and one (1) of the members elected from the smallest two Divisions, shall not be the President, Secretary-Treasurer or a member of the Board of Directors.
 - (b.) Each Division Board shall also elect alternate members of the Nominating Committee. The number of alternates selected by each Division, and the number of those members who shall not be the President, Secretary-Treasurer or a member of the Board of Directors, shall be determined in the same way as those numbers are determined pursuant to subparagraph (a) in this subparagraph (2).
 - (c.) No member of the Board of Directors nor of the membership at large may serve more than two (2) consecutive terms on the Nominating Committee.
 - (d.) Each Division Board shall determine how to select its members of the Nominating Committee, except that voting for the Board members of the Nominating Committee and for the non Board members of the Nominating Committee shall be conducted separately by secret ballot.
 - (e.) The National Executive Director shall designate the date for the first meeting of the Nominating Committee in a notice given to the Board of Directors not later than March 25th.
 - (f.) The Nominating Committee for the election of the National Officers shall hold one or more meetings for the purpose of nominating such Officers. The Nominating Committee shall select its Chair at its first meeting. Such Chair shall have the right to vote on the Committee. A quorum shall consist of at least six (6) members which shall include; (i) at least four (4) members elected

from the Board of Directors; (ii) at least two (2) non Board members ; and (iii) at least one (1) representative from each Division. Meetings of the Nominating Committee for the election of National Officers may be held in person or by conference call. In order to be entitled to vote, a member or alternate must hear each candidate's presentation, either in person or by telephone or other electronic device, prior to final deliberations and must be present either in person or by telephone at the deliberations. A member or alternate must be present either in person or by telephone to vote, and there will be no absentee or proxy voting.

- (g.) The National Nominating Committee for the election of Officers shall prepare a written report setting forth the names of its nominees who will stand for election. The report shall be signed by at least five (5) of the members of such Committee and shall be filed with the Secretary Treasurer not later than June 30th.
- (h.) No member of the National Nominating Committee may be nominated by such Committee nor by petition for any office of the Guild, nor may such person be nominated by a Nominating Committee to serve on the Board of Directors, nor may such person be nominated by petition to serve on the Board of Directors. For purposes of this Section, service on the Nominating Committee shall be deemed to commence on the date of and immediately upon election to the Nominating Committee.
- (i.) Members of the Nominating Committee shall be instructed that all discussions concerning possible candidates must be considered confidential, and that the results of such deliberations may not be divulged to anyone until they have been officially received and released by the Guild.

Section 2. The Vice Presidents shall be nominated and elected as follows:

- (A.) The First Vice President shall be a Director elected by the members of the Division with the largest number of members. The Second Vice President shall be a Director elected by the Division with the second largest number of members. The Third Vice President shall be a member of the Division with the smallest number of members.
- (B.) The National Board of Directors members of each Division shall elect the Vice President from that Division. The National Board of Directors members of the Regional Branch Division Board shall elect the position by weighted voting as provided in Article V, Section 1.F. Vice Presidents may only be nominated by a Director (or Alternate Director sitting for a Director). Vice Presidents shall have a term of one (1) year.

Section 3. The President, Secretary-Treasurer, Members of the Board of Directors and Alternate Directors shall be nominated and elected as follows:

- (A.) Elections shall be by secret ballot in which all qualified members shall have the right to participate.
- (B.) Elections shall be completed prior to September 25th of each year in which such election takes place.
- (C.) No person shall be eligible for nomination to the Board of Directors or to any office in the Guild unless the member shall first sign a declaration reading as follows: "I, hereby

affirm that as an Officer and/or Director of the Screen Actors Guild, I willingly accept the duties and responsibilities of such office as prescribed by law. I further agree to abide and be bound by the Articles of Incorporation, Constitution and By-Laws, Rules and Regulations of Screen Actors Guild, as the same now are or may hereafter be amended, enlarged or diminished and when so charged, enforce their provisions."

- (D.) Two-Year Membership Requirements: No member shall be eligible for nomination to the Board of Directors or any office in the Guild unless he or she has been an active member for two (2) consecutive years immediately prior to the deadline date for filing nominating petitions.
- (E.) Paid-Up Membership Requirement: No members shall be eligible for nomination to the Board of Directors or to any office in the Guild unless such person has been a member in good standing as hereinafter provided.
 - (1.) Notwithstanding any definition elsewhere contained in this Constitution and By-Laws, for purposes of this Section, "good standing" shall mean that on the date of nomination by the Nominating Committee, or, in the case of nomination by petition, on the last day for the filing of such nominating petition, the member's dues shall have been paid up for the semi-annual dues period during which the member is nominated by the Nominating Committee or by nominating petition; and further, that the member shall have been a paid-up member within the semi-annual dues period immediately preceding the semi-annual dues period during which the member is nominated by the Nominating Committee or nominating petition.
 - (2.) For this purpose, "paid up within a dues period" means that dues for such period shall have been paid at any time within forty-five (45) days following the commencement of such dues period.
- (F.) No member shall be eligible for nomination to the Board of Directors or to any office in the Guild unless such person shall have obtained the age of 18 years prior to the deadline date for filing nominating petitions.
- (G.) With respect to eligibility to sign any petition nominating a candidate for any office in the Guild, which is filed with the Guild during the:
 - (1.) 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 Guild, to and including the immediately preceding semi-annual dues period, or
 - (2.) 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.
- (H.) A member shall not be eligible to be a candidate for President and Secretary-Treasurer at the same time.

Section 4. All voting for Officers and members of the Board of Directors shall be by secret written mail ballot which shall be mailed to the member's last-known home address not less than fifteen (15) days prior to the closing date for voting in the election. Each qualified member shall have one (1) vote. Cumulative voting shall not prevail.

Section 5. The words "member, members or membership," as used in this Article and ARTICLES III, V, VII, IX, X, XI, XII, XIII, XVII, and XVIII are limited to members whose dues have been paid up in accordance with the following requirements: Except as may be otherwise required to conform to voting eligibility rules with AFTRA for any referendum vote pursuant to the Phase I Agreement between SAG and AFTRA, all members shall be eligible to vote whose current dues are paid as of a date thirty (30) days prior to the date of the mailing of the ballots to the membership; provided, however, in the event ballots are mailed during the first ninety (90) days of a semi-annual dues period, members whose dues are paid up to and including the immediately preceding semi-annual dues period shall be eligible to vote.

Section 6. Ballot and Brochure.

- (A.) The names of all persons nominated for office on the national ballot (i.e., President and Secretary-Treasurer) shall be printed on the ballot in alphabetical order under the office for which they have been nominated. The ballot shall state, following the name of each candidate, the method of nomination, i.e., whether by Nominating Committee or by petition and whether or not incumbent.
- (B.) All candidates nominated on the national ballot (i.e. President, Secretary-Treasurer) and all candidates nominated for the National Board of Directors shall be invited to submit to the Guild office a photograph and, at his or her discretion, a statement of not more than 100 words setting forth (1) a statement of 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 and, (5) the reasons for his or her desire to serve, solely as such reasons pertain to the Guild's affairs. No direct or indirect reference shall be made in such statement to any other candidates or Guild members or Guild staff. All such information shall be incorporated into a brochure which shall be distributed by mail to the Guild membership simultaneously with the mailing of the ballots. Candidates shall be listed and designated in such brochure in the same order and manner as in the ballot. The brochure shall contain a statement that the candidates have been requested, at their discretion, to submit statements in accordance with this provision of the Constitution and By-Laws. The appropriate election committee (i.e. the National Elections Committee, Division Election Committee or Regional Branch Election Committee) has the responsibility to enforce the requirements of this paragraph including the right to review the accuracy of the candidate's statement regarding their service in the Guild and on Guild committees.

Section 7. Candidates Elected.

- (A.) In the election of the President and Secretary-Treasurer, the candidate for each office who receives a plurality of the votes cast shall be declared elected to that office.
- (B.) In the election of Directors and Alternate Directors, the candidates shall be declared elected in the order of the number of votes cast for them until there remain no more positions to be filled.
- (C.) A tie in the vote for any election (other than for National Officers) that must be resolved to determine who shall be elected, who can serve, or to determine the length of the elected member's term, shall be resolved by the appropriate Election Committee (i.e., Division Election Committee or Regional Branch Election Committee) using a neutral method it selects and not by another referendum election. The Election Committee shall select the neutral method prior to the date of ballot counting.

- (1.) Should there be a tie in the vote for a National Officer, a run-off election shall be held.
- (D.) If a member is elected both as a Director or Alternate Director and a national officer (President or Secretary-Treasurer), that member will serve as the national officer. The Division Board or Branch Council from which that member was elected will appoint a permanent replacement pursuant to Article V, Section 1 (K) and Article V, Section 7 to serve as the Director or Alternate Director. The appointed permanent replacement will serve until the next annual Board election, at which time the appropriate Division or Regional Branch membership will elect a replacement Board member or Alternate Director to serve the remainder of the original term of office.

Section 8. Election Oversight.

- (A.) A National Elections Committee shall be established in accordance with Article VI, Section 7(A) to supervise the preparation and mailing of the brochure and ballots, the election procedures for the election of national officers, and to hear charges as set forth in subparagraph (B.) of this Section 8.
 - (1.) The Elections Committee shall be made up of not fewer than five (5) nor more than seven (7) members of the Board of Directors other than members running for election or serving on a Nominating Committee.
 - (2.) A Committee quorum shall be three (3) Committee members, one from each division.
- (B.) In the event any member in good standing claims that any violation of any provisions of this 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 Elections Committee, either prior to or after the conduct of the election, such member may request a hearing by the Elections Committee by filing a written charge within fourteen (14) days following the election setting forth with reasonable certainty the nature of the alleged violation, and the facts constituting the alleged violation.
 - (1.) The Elections 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 Elections Committee shall make a record of the proceedings before it.
 - (b.) The Elections 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 the 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.
- (C.) In the event any member in good standing claims that the Elections Committee has violated any provision of this 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 8(B.), such member may request a hearing by the Board of Directors by filing, no later than fourteen (14) days following notification of the decision of the Elections 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 the 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.

Section 9. The Board of Directors may, from time to time, adopt such other and further rules and regulations governing elections as may be necessary or appropriate.

Section 10. 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.

ARTICLE IX

Avoidance of Conflict of Interest

Section 1. Avoidance of Conflict of Interest.

To preclude the possibility of a conflict of interest on the part of any Guild officer or member serving on certain Guild committees in carrying out the objectives and functions of the Guild, no member who is found by the National Board to be acting primarily and continually in the interest of an employer or employers rather than that of performers shall serve as an officer or as a member of Wages and Working Conditions Committees, Negotiating Committees or any other committee designated by the National Board. The term "Officer" as used in this Article includes members of the National Board and Branch Councils or Boards.

The foregoing provision shall not apply to a member who is an officer or director of or an owner of any stock or other interest in a company or corporation whose activities in the motion picture industry are limited to the loanout of the services of such member to motion picture producers, but which is not itself engaged in motion picture production. The term "motion picture" as used herein means a motion picture made for theatrical, television or any other commercial purpose.

Section 2. Finding of a Conflict of Interest

- (A.) A charge that any officer or member of a designated committee has a conflict of interest shall be submitted to the Executive Director. The charge shall be in writing and signed by the member filing the charge.
- (B.) The Executive Director shall review the facts submitted in support of the charge and if he or she determines that there is probable cause to find that the person charged has a conflict

of interest as defined in Section 1 of this Article IX, the Executive Director shall submit the charge to the National Board of Directors for review. Provided, a charge shall not be submitted to the National Board prior to an election where the person charged is a candidate for office. Upon submission of the charge to the National Board, the Executive Director shall notify the person charged of such proposed action and set a date for a hearing on the charge before the National Board of Directors. The person charged shall be given notice of such proposed action, the date, time and place of the hearing, and an opportunity to be heard before the National Board.

- (C.) If the National Board finds that the person charged is acting primarily and continually in the interest of an employer or employers and that such activities conflict with such person's performance of representational duties on behalf of members of the Guild, the person charged shall be notified of such determination in writing.
- (D.) If the person charged fails to divest himself or herself of the conflicting interest and fails to discontinue the conflicting activities within sixty (60) days after the date of such notification, the Board shall declare the person charged to be disqualified from office or membership on any designated committee, and shall declare further that such person's office or seat on any designated committee is vacated.

Section 3. General Provisions.

- (A.) The National Board may declare a temporary vacancy for a period not to exceed eighteen (18) months in the office or committee position of the person found to have a conflict of interest. A member so replaced may again within the eighteen (18) month period be eligible to serve as an officer or a member of a committee when the conflict of interest has been removed.
- (B.) In the event the National Board does not declare a temporary vacancy under (A), then the National Board may declare the office or committee position open for a permanent replacement. A member so replaced may again be eligible as a candidate for service or as an officer or appointment as a committee member when the conflict of interest is resolved.
- (C.) Investment in securities of a publicly owned motion picture producing company whose shares are listed on a recognized stock exchange shall not constitute a conflict of interest unless the Board of Directors shall find in particular case that such ownership is of such character or extent as to create a conflict of interest.
- (D.) Such matters may be referred by the National Board to the National Executive Committee provided any decision by the National Executive Committee to remove a member as an officer or member of a committee based on a conflict of interest shall be subject to an appeal to the National Board.

ARTICLE X
Referenda

Section 1. The Board of Directors may in its discretion order a referendum vote to be taken at any time, on any question, including without limitation, any action taken or resolution adopted at any national membership meeting. Such referendum vote shall be taken by written mail ballot of the membership and shall be determined by a majority vote of those voting thereon, according to such rules and regulations as the Board of Directors may from time to time adopt.

Section 2. The membership may obtain a referendum vote challenging any action of the Board of Directors which is national in scope, provided that the demand for a referendum vote is accompanied by a written signed petition, on an approved Guild form, bearing the signature of ten percent (10%) of the membership in good standing.

- (A.) Those members seeking a referendum vote must advise the Guild in advance of their intentions to seek a referendum vote.
- (B.) When so advised, the Guild shall calculate the number of signatures required to support a petition signed by ten percent (10%) of the members in good standing, and shall thereafter supply petitioning parties with an approved Guild petition form, on which the Guild has affixed its calculation as to the number of signatures which must be obtained.
- (C.) All petitions solicited by the membership for purposes of obtaining such a referendum vote shall be valid for only six (6) months following the date on which the Guild issued its approved petition form to the petitioning parties.
- (D.) The Board of Directors shall upon submission of a properly validated petition, order a referendum vote by mail of the membership.
- (E.) Any action of the Board of Directors may be nullified or amended by such referendum by a majority vote of those members voting thereon.

Section 3. Notwithstanding anything in this Constitution and By-Laws, any election may be had or vote taken by mail, the election or vote to be determined by a majority of the members voting. All such elections or votes shall be had or taken under such regulations as the Board of Directors may from time to time adopt, and such elections or votes by mail shall be valid for all purposes even though no meeting is held.

ARTICLE XI

Collective Bargaining, Agreements & Ratification

Section 1. Except as set forth in Section 2 of this Article, all collective bargaining contracts negotiated by the Guild shall be submitted for ratification to the membership affected thereby. Such ratification may be made either (a) by written vote of a majority of the members voting thereon, at a National Membership meeting or a special meeting called for such purpose, or (b) by written vote of a majority of the members voting thereon, in a mail ballot. However, membership ratification shall not be required with respect to amendments made during the term of a collective bargaining contract which are of a minor nature, or which are required for purposes of clarification or to resolve problems arising in the administration of the contract. Such amendments shall, however, be approved by a vote of the majority of the Board of Directors voting thereon.

Section 2. Membership ratification shall not be required for any collective bargaining agreement which the Board of Directors determines in good faith is not to be used in widespread or industry-wide application affecting a substantial portion of the membership, such as agreements covering low-budget films, student films, or the like, and interim contracts of short duration. Such agreements shall, however, be approved by a supermajority of 60% of the Board of Directors or National Executive Committee voting thereon.

Section 3. Joint Collective Bargaining: American Federation of Television and Radio Artists.

- (A.) The terms of that certain Phase I Agreement (the "Phase I Agreement") between the Guild and the American Federation of Television and Radio Artists, reproduced as Appendix I hereto, are incorporated herein.

(B.) The provisions of the Phase I Agreement shall govern in the event of any conflict between any provisions of the Phase I Agreement and this Constitution and By-Laws, relating to matters covered by the Phase I Agreement.

Section 4. The maximum rate of compensation of any member of the Guild from any producer of motion pictures shall never be fixed or regulated by the Guild.

Section 5. Every member of the Guild shall be bound by the provisions of all collective bargaining contracts in effect between the Guild and motion picture producers as the same are or may hereafter be amended.

Section 6. Under the Guild's various collective bargaining contracts, residual checks payable to actors represented by the Guild are delivered to the Guild for processing and transmittal to the members entitled thereto. Such checks are mailed by the Guild to the actors at their addresses shown on the Guild's records, but in many instances are returned by the post office because the actor is unknown at the address designated or has moved without leaving a forwarding address. Although the Guild makes all reasonable efforts to locate such actors, it often takes considerable expense, time, and effort, and in some cases, the actors are never located. In the event an actor ultimately is located or otherwise appears and claims any amounts held by the Guild, the Guild shall have no obligation to pay interest on any amounts paid over to the actor or beneficiary.

This provision shall apply to all residuals received by the Guild for actors prior to February 19, 1973, and held by it on such date, and all residuals thereafter received by the Guild for its actors.

The Guild holds residual payments for actors who are not located in a custodial fund. The custodial fund is administered as an employee benefit plan in accordance with the terms of the *Screen Actors Guild Residuals Payment Plan* (the "Plan").

Pursuant to California Code of Civil Procedure, Chapter 7, Unclaimed Property Law, Section 1521(b), the Plan contains a provision for forfeiture of a distribution to a beneficiary who cannot be found after a period of three (3) years following the Plan year in which the residual payment was received. As required by Section 1521(c), the Plan provides further that the actor or beneficiary entitled to a forfeited distribution of residuals shall be relieved from that forfeiture upon making a claim and proof of entitlement.

Section 7. The provisions of Sections 1 and 2 of this Article XI on membership ratification shall be applicable as to proposed changes in the Screen Actors Guild Codified Agency Regulations, Rule 16(g) which would change the rate of commissions that a franchised agent may charge performers or the type of income which is commissionable.

ARTICLE XII

Strike Vote

Section 1. Except as provided in ARTICLE XI, Section 3, the Board of Directors shall have the right to call a strike of the members against all or a given producer or producers of motion pictures, but only either (a) on written vote therefor of seventy-five percent (75%) of the members voting on the question, at a meeting for such purpose, or (b) by written vote of seventy-five percent (75%) of the members voting thereon, in a mailed ballot.

ARTICLE XIII

Recall and Removal of Officers and Directors

Section 1. The President or Secretary-Treasurer may be recalled at any time, as follows:

- (A.) A written, signed petition of ten percent (10%) of the members shall be filed with the National Executive Director, together with a statement of the reasons for the petition not to exceed five hundred (500) words.
- (B.) Upon the filing of such petition, the following steps shall be taken:
 - (1.) The Guild shall promptly determine that the valid signatures of at least ten percent (10%) of the members have been affixed to the petition.
 - (2.) Upon determining that the valid signatures of the required number of members have been affixed to the petition, the National Executive Director shall cause notice of the filing of the petition to be given to the person sought to be recalled. Such notice shall be given by certified or registered mail, return receipt requested, and shall be accompanied by a copy of the petition and the statement of reasons therefor.
 - (3.) The person whose recall is sought by the petition shall have ten (10) days after receipt of such notice within which to file any statement of reasons why the member should not be recalled, which statement shall also be limited to five hundred (500) words.
- (C.) After the expiration of thirty-five (35) days from the date of filing of the petition, and provided the ten (10) day period provided in Section 1(B).(3.) above has passed, a referendum vote shall be taken by written mail ballot of the membership and shall be determined by a two-thirds (2/3) vote of those voting thereon, according to such rules and regulations as the Board of Directors may from time to time adopt. Statements of the reasons for and against recall shall be mailed together with the referendum ballot.

Section 2. Any officer or member of the Board of Directors elected by Division or Branch may be recalled at any time as follows:

- (A.) A written, signed petition of the ten percent (10%) of the members of such Division or Branch, as the case may be, but in no event less than thirty-five (35) members, shall be filed with the National Executive Director together with a statement of the reasons for the petition, not to exceed five hundred (500) words.
- (B.) Upon the filing of such petition, the following steps shall be taken:
 - (1.) The Guild shall promptly determine that the valid signatures of the required number of members have been affixed to the petition;
 - (2.) Upon determining that the valid signatures of the required number of members have been affixed to the petition, the National Executive Director shall cause notice of the filing of the petition to be given to the person sought to be recalled. Such notice shall be given by certified or registered mail, return receipt requested, and shall be accompanied by a copy of the petition and the statement of reasons therefor.

(3.) The person whose recall is sought by the petition shall have ten (10) days after receipt of such notice within which to file any statement of reasons why the member should not be recalled, which statement shall be limited to five hundred (500) words.

(C.) After the expiration of thirty-five (35) days from the date of filing of the petition and provided the ten (10) day period provided in Section 2(B).(3.) has passed, a referendum vote shall be taken by written mail ballot of the members of such Branch, or group of branches or of the General Membership, as the case may be, and shall be determined by a two-thirds (2/3) vote of those voting thereon, according to such rules and regulations as the Board of Directors may from time to time adopt. Statements of the reasons for and against recall shall be mailed together with the referendum ballot.

Section 3. In the event of recall of a Board Member or National Officer, a successor shall be selected in the manner provided in Article V, Section 1(L.) and Section 2(F.), for the filling of permanent vacancies.

Section 4. Removal of Officers and Directors.

(A.) Any officer or member of the Board of Directors elected by a Division or Branch, or by the General Membership, may be removed from office upon a finding by the Board of Directors that such officer or Board member was guilty of serious misconduct.

(B.) Any member of the Guild in good standing may file charges of serious misconduct against any elected officer or member of the Board of Directors with the Secretary Treasurer or National Executive Director, or with any assistant of the National Executive Director designated by the National Executive Director for such purpose, or with any Branch Executive Director. Such charges may also be filed either by a committee or committees constituted for such purpose in accordance with Article VI, Section 7(A) or by the National Executive Director or his or her assistants. The Board of Directors may also provide, from time to time, procedure for preliminary investigation of such charges and their dismissal in the absence of probable cause for proceeding. Upon the filing of charges against any officer or director (unless the same be dismissed pursuant to the foregoing sentence), a copy thereof shall be mailed to the office or director so charged, together with at least two (2) weeks' notice of the date fixed for the hearing. The Board of Directors shall hear the charges or may delegate the hearing to a Trial Committee. The officer or director so charged shall be notified in writing as to the decision. A decision by the Trial Committee to remove an officer or director shall only be a recommendation to the appeals body established by the Board of Directors. Adoption by the appeals body of the recommendation to remove will be automatically reviewed by the Board of Directors. A two-thirds (2/3) majority of those Board officers or directors present and voting will be required to uphold the Trial Committee's decision to remove.

(C.) Cause shown means substantial evidence of serious misconduct.

(D.) Serious misconduct includes, without limitation, disclosure, directly or indirectly, to any public communication medium such as print, television, radio or any other communications device, information about any matter considered by the Board or any committee of the Board under the rule of confidentiality. The foregoing applies to oral deliberations and resolutions, as well as documents presented for consideration by the Board or committee.

ARTICLE XIV Discipline of Members

Section 1. Any member may be reprimanded, censured, fined, suspended from the rights of membership for a period of time or expelled from the Guild after proceedings as hereinafter provided.

Section 2. Before a member may be reprimanded, censured, fined, suspended from the rights of membership for a period of time or expelled from the Guild, however, the member must be found guilty of one of the offenses charged in Section 3 of this Article.

Section 3. The following offenses are those for which a member may be reprimanded, censured, fined, suspended from the rights of membership for a period of time or expelled from the Guild, namely (a) conduct unbecoming a member of the Guild; (b) working as a performer or making an agreement to work as a performer for any producer of motion pictures who has not made and executed a basic minimum agreement with the Guild which is in full force and effect; (c) violation of the Articles of Incorporation, Constitution and By-Laws, Rules and Regulations of the Guild; (d) violation of any of the collective bargaining contracts of the Guild; (e) falsification or omission of a material fact on the member's application for Guild membership; (f) engaging in discriminatory conduct as to another member in the course of employment under a Guild collective bargaining agreement or in the course of any Guild meetings or activities, or to engage in such conduct as to an employee of the Guild, on the basis of race, sex (including sexual harassment), color, creed, national origin, age, physical disability, sexual orientation, or gender identity.

Section 4. Any member(s) of the Guild in good standing may file with the Secretary-Treasurer or National Executive Director, or with any assistant of the National Executive Director designated by the National Executive Director for such purpose, or with any Branch Executive Director, charges against any member of any offense specified in Section 3. Such charges may also be filed either by a committee or committees constituted for such purpose in accordance with Article VI, Section 7(A) or by the National Executive Director or his or her assistants. The Board of Directors may also provide from time to time procedure for preliminary investigation of such charges and their dismissal in the absence of probable cause for proceeding. Upon the filing of charges against any member (unless the same be dismissed pursuant to the foregoing sentence), the National Executive Director shall mail a copy thereof to the member so charged, together with at least two (2) weeks' notice of the date fixed for the hearing. The Board of Directors shall hear the charges or may delegate the hearing of charges to a Trial Committee. The member shall be notified in writing as to the decision and penalty, if any. A decision by the Trial Committee to expel a member shall only be a recommendation to the Board of Directors, which will be automatically reviewed and decided by the Board of Directors. A two-thirds, (2/3) majority of those Board members present and voting will be required to uphold the Trial Committee's decision to expel. In the event the Board of Directors does not uphold the Trial Committee's decision to expel, the Board of Directors may (1) dismiss the charges; (2) impose a lesser penalty than expulsion; or (3) refer the matter to a Trial Committee for a hearing and decision on a lesser penalty. The Board of Directors may adopt rules as to procedures on the filing of charges, hearings, appeals and guidelines as to penalties.

Section 5. A member found guilty shall have the right to appeal within fourteen (14) calendar days after receiving notice of the decision. The appeal must be in writing and filed with the National Executive Director or his or her designee. The Board of Directors shall adopt rules and procedures which may include the establishment of an appeals body to hear and decide all appeals. In the case of an appeal, no member of the Guild who has served on the Trial Committee shall participate in the deliberation or vote on the appeal.

Section 6. The Board of Directors or the appeals body which it establishes shall have power to reinstate any member who has been suspended or expelled and to remit any discipline which may have been imposed.

Section 7. Pro rata return of dues paid by any member who shall be expelled may be made by the Treasurer on the authorization of the Board of Directors, but need not be so made unless the Board of Directors so authorizes.

Section 8. No member expelled from the Guild shall serve as an Officer or Director of the Guild, or as an officer or member of any advisory council during or within three (3) years after the termination of such expulsion.

ARTICLE XV

Actions Between Guild and Member

Section 1. In any action at law or in equity between the Guild and a member, the affidavit of the National Executive Director, or any of his or her assistants, based on an examination of the records of any record fact such as the adoption of a rule or regulation shall be prima facie proof of such fact. No procedural defect or matter of form shall be a defense to any member in such action.

Section 2. Any member who shall file any action or special proceeding against the Guild, or against any officer or executive of the Guild pertaining to his or her duties or office in the Guild, without first exhausting the remedies provided under the Constitution and By-Laws or Rules and Regulations of the Guild, shall be guilty of conduct unbecoming a member.

Section 3. The record of a trial of a member of any other branch of the Four A's may be received in evidence at a trial of the member held by the Guild, and the judgment rendered against the member by such other organization shall raise a strong presumption that the findings therein are correct and such findings may only be overcome by clear and convincing evidence to the contrary.

ARTICLE XVI

Adoption of Rules and Regulations

Subject to the right of referendum as set forth in ARTICLE X, Sections 1 and 2, the Board of Directors shall have the power to adopt rules or regulations governing the relation of members and their rights, duties, and obligations to and in respect of (a) the Guild; (b) the members' employers in the motion picture industry; (c) persons, firms, or corporations connected with the motion picture industry (including without limiting the generality of the foregoing, employment agents, managers, and personal representatives); (d) the Associated Actors and Artistes of America and the branches thereof; (e) other organizations, unions, persons, firms, or corporations in the amusement field or connected therewith. All such rules or regulations shall have the force of By-Laws, and the members shall be bound thereby.

ARTICLE XVII

Dissolution, Property Rights, Merger

Section 1. The Guild may be dissolved at any time by resolution of the Board of Directors and the written affirmative vote therefor of sixty percent (60%) of the members voting who are in good standing and not in arrears of dues, and by compliance with the laws of California.

Section 2. Until dissolution no member has any right in the funds or property of the Guild. Upon dissolution and winding up, the interest of a member in the funds and property to be distributed to the members shall be a fraction of such funds and property determined as follows: namely, the numerator shall

be the number of calendar years during which the member has paid dues to the Guild multiplied by the current dues per year the member is then paying; the denominator shall be the sum of all the numerators.

Section 3. The Guild may merge with or become a part of any other membership corporation or association by resolution of the Board of Directors and the written assent of sixty percent (60%) of the members voting who are in good standing and not in arrears of dues, and by compliance with the laws of California in this regard.

ARTICLE XVIII

Amendments

Section 1. The Constitution and By-Laws may be amended or new Constitution and By-Laws adopted or Constitution and By-Laws repealed by any of the following methods: (a) by the vote of two-thirds of the Directors at a meeting of the Board of Directors, provided that at least 30 days notice of that meeting and of the proposed amendment has been provided to the Directors; (b) by the vote of a majority of the membership voting on the proposition by referendum pursuant to Article X, Sections 1. and 2. ; (c) either at the Annual Meeting or at a meeting called for that purpose or by mail, if the Board of Directors shall submit the question to a vote by mail; (d) by the written assent of a majority of the membership. At any Annual Meeting, any member may move that any amendment, repeal or adoption of By-Laws under method (a) since the last Annual Meeting be reviewed by the members, and thereupon a vote shall be taken thereon, and the vote of a majority of the members voting thereon shall determine the matter, but the action of the Board of Directors shall be valid unless and until overruled in such manner. Any action of the Board of Directors as to Constitution and By-Laws may be likewise nullified by referendum pursuant to ARTICLE X, Sections 1 and 2. At any meeting called for the purpose of action as to the Constitution and By-Laws, it shall be sufficient if the notice states that fact without the details. Any amendment to the Constitution and By-Laws passed at a membership meeting may, in the discretion of the Board of Directors, be submitted to a referendum vote of the membership and when so submitted shall be ineffective unless and until the same is adopted by a referendum vote by mail of a majority of the members voting thereon.

Section 2. Notwithstanding anything in Section 1 of this Article contained, method (a) specified in Section 1 shall not be used to amend, repeal, or change this Section or any of the following sections of the Constitution and By-Laws, namely ARTICLE VII, Section 7, ARTICLE X, Sections 1 and 2, and ARTICLE XIII, Sections 1 and 2.

Section 3. Notwithstanding anything in Section 1 of this Article contained, this Section and ARTICLE XI, Section 4 and ARTICLE XII, may only be amended, repealed, or changed by one of the methods prescribed in said ARTICLE XII and the same vote of the members necessary to call a strike.

ARTICLE XIX

Severability

Section 1. If one or more of the provisions of the Constitution and By-Laws, or any Rule or Regulation shall be held to be void as in violation of existing law, the other provisions of the Constitution and By-Laws, Rules and Regulations shall be separable and in full force and effect.

ARTICLE XX

Notice

Section 1. All notices required to be given to any members shall (unless otherwise specifically prescribed), be sent by mail prepaid or by telegraph prepaid to such member's address as it appears on the books of the Guild, 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 five (5) days after date of mailing, and if by telegraph, on the day of telegraphing. Any voting of the members may, if the Board of Directors sees fit, be done by mail and the provisions governing notice shall apply to the sending of ballots. In any such voting by mail the Board of Directors may make regulations governing the same, including the date on which return ballots must be received. Any notice to be given to the members shall be conclusively deemed to have been given if published in any official bulletin, magazine, or other publication of the Guild as of a date one day after the mailing of such publication to the members. A member shall be responsible for the giving of his or her address to the Guild and it shall be his or her duty to do so, and notice of such address so given shall be proper notice. If no address be so given, the member shall lose his or her right to notice but shall be bound the same as though notice had been given.

Section 2. The news magazine *SCREEN ACTOR* and the *CALL SHEET* are official publications of the Guild.

ARTICLE XXI

Miscellaneous

Section 1. In this Constitution and By-Laws and the Rules and Regulations the corporation is sometimes referred to as the "Guild."

Section 2. Whenever the context so requires, the masculine gender shall include the feminine and/or neuter, the neuter gender shall include the masculine and/or feminine, and the singular number shall include the plural.

Section 3. In computing any period of time prescribed in this Constitution and By-Laws, the day of the act or event from which the designated period of time begins to run shall not be included. The last day of the period so computed shall be included, unless it is a Saturday, Sunday or a Guild recognized legal holiday.

RULES AND REGULATIONS

1. No member shall work as a performer or make an agreement to work as a performer for any producer who has not executed a basic minimum agreement with the Guild which is in full force and effect.
 - (A.) No member shall perform any services as a performer nor make an agreement to perform services as a performer for any producer against whom the Guild is conducting a strike, nor shall any member otherwise violate any strike order of the Guild.
2. It shall be the duty of every member to report to the Guild any violation by a producer of any of the Guild's collective bargaining contracts, as the same now exist or may hereafter be amended.
3. It shall be the duty of every member when requested by the Guild, to appear and testify at any arbitration hearing, any hearing of charges against a member, and at any other hearing conducted by the Guild or by any committee or tribunal appointed by the Board of Directors.
4. No member shall appear in, or assist in any manner, either directly or indirectly, any benefit which has not first been approved by the Theatre Authority, Inc.
5. Every member of the Guild who is now, or hereafter becomes a member of, or applies for membership in any trade union not a branch of the Associated Actors and Artistes of America, ("4A's") which purports to represent or seeks to represent employees in the jurisdiction of any branch of the 4A's, shall immediately report in writing the facts concerning the same to the Guild, and particularly shall report: (a) the name of the trade union; (b) how long he or she has been a member; (c) date of application; and (d) date he or she became a member. If the Board of Directors shall be of the opinion that dual membership of any member in the Guild and in any other such trade union is detrimental to the best interest of the Guild, it may require such member to divest himself or herself of membership in such other trade union, and in default thereof, may suspend or expel such member. Failure of a member to give notice under this Section, or failure to comply with an order of the Board pursuant to this Section shall be conduct unbecoming a member of the Guild. The words "trade union" as used in this Section include any associated substantially similar to a trade union.
6. It shall be the duty of every member to carry his or her Guild card when working, and to permit any representative of the Guild to freely inspect the same.

No member shall allow any other person to have possession of his or her Guild card.
7. Unless otherwise provided in Rules of Procedure which have been previously approved by the Board of Directors, no member of any Nominating Committee shall be nominated by such Committee for any office in the Guild.
8. No Guild member shall drive any studio equipment to location.
9. It shall be conduct unbecoming a member of the Guild to accept employment in the jurisdiction of any other branch of the Associated Actors and Artistes of America for an employer whose employees are represented by the other branch, unless the member seeking such employment first inquires of the other branch to ascertain whether the employer is a signatory to a collective bargaining agreement

with the other branch. It shall be conduct unbecoming a member if the member accepts employment with an employer in the jurisdiction of another branch after having been advised by the other branch that:

- (A.) The employer has refused to bargain in good faith a collective bargaining agreement with the other branch and the other branch has declared the employer unfair or has otherwise directed its members not to work for the employer; or
- (B.) If the employees of the employer are engaged in a primary strike ratified or approved by the other branch.

- 10. The Presiding Officer at Board meetings and the chair of each committee shall be empowered to invoke a rule of confidence with regard to any subject to be discussed which is deemed to be of a confidential nature, on which outside discussion might be detrimental to the best interests of the members of the organization. This rule of confidence may be overruled by a majority of the Board or committee members present.
- 11. Except with written permission of the Screen Actors Guild, to be given in such manner as shall from time to time prescribed by the Board of Directors, the making, solicitation or collection of group gifts or memorials of any character by members of the Screen Actors Guild to or for producers, production managers, directors, assistant directors, members of casting offices, and ramrods or any other person connected with the production department of motion pictures, shall be considered conduct unbecoming a member of the Guild.

It shall likewise be deemed conduct unbecoming a member for any member of the Guild, directly or indirectly, to give or offer to give any money, gift, gratuity or other thing of value to an employer, or prospective employer, to any officer, agent, representative or employee of such employer or prospective employer, or to any employment or casting agency representing an employer, or prospective employer, or to any of their officers, agents, representatives or employees as an inducement to secure employment. This rule shall not apply to prohibit the payment of lawful commissions to motion picture agents holding franchises from the Guild.

- 12. When a complaint is presented by the Guild for a member against a producer, the member shall be deemed to have given the Guild power and authority to dismiss, compromise, settle or otherwise dispose of the complaint.

The Guild, in its presentation of such complaints, shall have the power and authority to take such steps as the member might take.

If the Guild, in its discretion, shall determine not to prosecute a given complaint, it may allow the member involved to prosecute such complaint at his or her own expense.

- 13. (A.) It appears that performers do not have their normal freedom of action in bargaining for their employment in motion pictures where it is publicly known that the profits therefrom are to be devoted in whole or in part to charitable, patriotic, or benevolent purposes. Such pictures are hereby defined as "pressure pictures". It is hereby declared to be conduct unbecoming a member of the Guild for any member to appear in any motion picture production of the type above described without compensation or for an amount of compensation substantially

below the member's usual motion picture salary.

- (B.)** It appears that from time to time motion picture stars and featured players are asked to appear, without compensation for so-called "interviews", in television films intended for exhibition as commercially sponsored television programs, that the appearance of performers in such films would, in fact, be performances and would be an important part of the entertainment portion of such programs; that such programs are usually produced or presented by persons having influence in the motion picture, television, and newspaper business; that they by reason of the above facts, performers would not have their normal freedom of action in bargaining for their employment in such television films; and that the appearance of performers in such television films without compensation would be harmful to the employment of other performers, in that such programs take the place of other programs in which performers would be employed at their usual and customary compensation. Such television films are, therefore, hereby included in the definition of "pressure pictures" hereinabove defined in this Rule 13. It is hereby declared to be conduct unbecoming a member of the Guild for any member to appear in any television film of the type above described without compensation or for an amount of compensation substantially below the member's usual television film salary.
14. No member of the Guild may perform services both as a performer and as an assistant director, nor as a performer and an employee serving in any casting capacity, nor as a performer and an employee working within the jurisdiction of any theatrical teamster union in any motion picture or television motion picture series without the consent of the Guild.
15. It is the Guild's objective that no member use a professional name which is the same as, or resembles so closely as to tend to be confused with, the name of any other member. The Name Duplication Committee of the Guild, through consultation and mediation with the members involved, will work towards an equitable resolution of name duplication disputes. The Guild urges all applicants and members to minimize any personal or individual risk of liability by avoiding a name that may cause confusion. The Guild shall not be responsible or legally liable in the event an applicant or member uses a professional name that may cause any confusion.
16. **(A.)** Rule 16 enacts the Agency Regulations which are too lengthy to set forth here. They provide that Guild members shall deal only with agents who are franchised by the Guild and regulate in detail the form of agency contracts and the rights and duties of performers and agents thereunder. Separate copies of these Regulations are available and may be obtained from the Guild office by request.
- (B.)** Where an agent enters the military service of the United States, whether by reason of the draft or voluntarily, no member may discharge such agent for such reason without the consent of the Guild. It will be policy of the Guild to refuse such consent if satisfactory arrangements are made for the servicing of the member by another agent without additional charge to the member. The Screen Actors Guild shall be the judge as to whether such arrangements are satisfactory.
- (C.)** No member of the Guild shall engage in the agency business without first obtaining a withdrawal from the Guild.

17. Legislation in certain foreign countries provides that performers, collectively, have the right to share in a copyright royalty fund for certain exhibitions in those countries of motion pictures and television programs. Claims for such share may be made only by approved collecting societies in behalf of performers collectively.

Pursuant to the Guild's objective to protect the rights and properties of performers, the Guild is authorized to enter into agreements with approved foreign collecting societies to prosecute claims for royalties due performers under applicable foreign law. The Guild shall retain the net proceeds, if any, received by the Guild from such collecting societies to defray the cost of administering the Guild for the welfare and in the interest of performers.

18. No member shall perform services as an Extra performing for any production without coverage of the applicable Guild agreement in the specific zones, as to minimum pay, benefits and working conditions.

APPENDIX I
Agreement between Screen Actors Guild, Inc., and
American Federation of Television and Radio Artists
Regarding Joint Collective Bargaining

THIS AGREEMENT, COMMONLY KNOWN AS PHASE I, ENTERED into between SCREEN ACTORS GUILD, INC., hereinafter referred to as “SAG”, and AMERICAN FEDERATION OF TELEVISION AND RADIO ARTISTS, hereinafter referred to as “AFTRA”.

1. **JOINT COLLECTIVE BARGAINING BODIES.** In order to implement the Agreement hereinafter contained, the following bodies will be convened:
 - (A.) **JOINT WAGES AND WORKING CONDITIONS COMMITTEE.** The joint Wages and Working Conditions Committee will be composed of an equal number of representatives from AFTRA and SAG, such representatives to be selected by their respective Board of Directors, or as the Boards shall otherwise designate. Each member of the Committee will have one vote in each and every ballot taken. AFTRA and SAG shall each designate one representative as a Co-Chairperson of the Committee.
 - (B.) **JOINT NEGOTIATING COMMITTEE.** The Joint Board of Directors has the authority with respect to the negotiation of collective bargaining agreements. The Joint Negotiating Committee will be composed of an equal number of representatives from AFTRA and SAG, such representatives to be selected by, and responsible to, their respective Board of Directors and to the Joint Board referred to below. Each member of the Committee will have one vote in each and every ballot taken. AFTRA and SAG shall each designate one representative as a Co-Chairperson of the Committee. Negotiations shall be conducted by the Chief Negotiator(s) with the advice and consent of the Joint Negotiating Committee*.
 - (C.) **JOINT BOARD OF DIRECTORS.** Each board member of AFTRA and SAG will have a vote in each and every ballot taken by the Joint Board of Directors. Voting will be by those members in attendance at the Joint Board of Directors’ meetings. A majority of those voting in all three Sections shall constitute the binding vote of the Joint Board.

All members of the individual Boards of Directors will be members of the Joint Board of Directors. If a member of either Board of Directors is also a member of the other Board, such Board member shall be entitled to cast the appropriate vote with each individual Board of Directors in determining the vote of that Board of Directors as part of the Joint Board.
2. **COLLECTIVE BARGAINING PROPOSALS.** Initially, proposals will be developed by the Joint Wages and Working Conditions Committee. Subsequently, these proposals will be submitted to the Joint Board of Directors for its consideration.
3. **STRIKE AUTHORIZATION.** The Joint Board of Directors will vote to determine whether a

strike authorization referendum should be conducted. The strike authorization vote will be conducted by referendum of the membership of the combined AFTRA/SAG unions. Each eligible member of either AFTRA or SAG (or both) will be allotted one vote, i.e., if a person is a member of both unions, he or she shall be entitled to cast only one vote in any such referendum. The mailing to the membership regarding such referendum shall be a joint mailing.

Any strike must be authorized by a minimum of seventy-five percent (75%) of the total votes cast. The parties to this Agreement shall agree upon an impartial third party to tabulate the vote and shall share the cost thereof.

4. STRIKE CALL. Any order implementing such strike shall be adopted by the Joint Board of Directors and shall require a majority vote.

5. CONTRACTS DURING STRIKES. Policy regarding contracts to be tendered to employers during a strike shall be made by the Joint Board.

6. COLLECTIVE BARGAINING CONTRACT RATIFICATION. Any proposed collective bargaining agreement will be considered by the Joint Negotiating Committee and its recommendations pro or con will be submitted to the Joint Board of Directors. If approved by the Joint Board of Directors, the proposed contract will be submitted by mail referendum to the membership of each union. A majority vote of the combined membership voting shall be required for ratification. Each eligible member of either AFTRA or SAG (or both) will be allotted one vote, i.e., if a person is a member of both unions, he or she shall be entitled to cast only one vote. The mailing to the membership shall be a joint mailing.

***FOOTNOTE:** It is understood that, when the Joint Negotiating Committee fails to consent to any action which the Chief Negotiator(s) proposes, the difference will be resolved by the Joint Board of Directors.

Membership ratification shall not be required with respect to amendments to a collective bargaining agreement during the term of the collective bargaining agreement which are of a minor nature, or which are required for purposes of clarification, or to resolve problems arising in the administration of the contract. However, such changes shall be subject to the approval of the Joint Board.

7. STRIKE SUSPENSION PENDING RATIFICATION. The Joint Board of Directors shall have the right to determine whether an ongoing strike should be suspended pending ratification of a contract and to order the combined membership back to work.

8. INFORMATIONAL MEMBERSHIP MEETINGS. Informational membership meetings in connection with the negotiations and contract ratification shall be held and shall be joint membership meetings.

9. AREAS OF COLLECTIVE BARGAINING COVERED. The within Agreement will be applicable to the following collective bargaining agreements.

- (A.) Theatrical Motion Pictures and Prime Time Television (Television Prime Time Dramatic Programs for AFTRA only); Cable and Pay Television;

- (B.) Commercials – Television and Radio;
- (C.) Industrial and Educational;
- (D.) Public Television.

10. **APPROVAL OF AGREEMENT.** The within Agreement shall be recommended to the individual Boards of Directors of each union for adoption.

11. **EFFECTIVE DATE.** This Agreement will become effective after both unions have approved it.

12. The AFTRA National President’s Committee and the SAG National Executive Committee, hereinafter referred to as “the Committees”, agree to recommend to their respective National Boards and committees studying merger that any format for ultimate merger include the study of the following characteristics of the present AFTRA structure: (a) Locals, autonomous within the broad limits of a national constitution, with Local treasuries; (b) the right of Locals to set their own dues and initiation fees, with a standard per capita tax to the national; (c) protection of categories of members (performers, announcers, dancers, newsmen, singers, sportscasters, et al), so that the numbers of one category do not overwhelm the interest of any other categories; (d) convention system which includes delegate representation of all categories and all Locals.

13. The Committees agree to recommend that the consolidation of the respective pension plans be studied so that it may be ascertained (a) what, if any, merger plan can be achieved which will satisfy the requirements of law and the protection of all eligible members against loss of benefits, presently or in the future; and (b) the willingness of industry trustees to consolidate the plans.

AGREEMENT ENTERED INTO THIS 15TH DAY OF SEPTEMBER, 1981

SCREEN ACTORS GUILD

**AMERICAN FEDERATION OF
TELEVISION AND RADIO ARTISTS**

S/CHESTER L. MIGDEN
NATIONAL EXECUTIVE SECRETARY

S/SANFORD I. WOLFF
NATIONAL EXECUTIVE SECRETARY

APPENDIX II

Weighted Voting

1. This Appendix refers to those Regional Branches with a membership within 100 members of 1/60th of the total membership of the Guild. Any such Regional Branches is hereinafter referred to as a "large Regional Branch." This Appendix also refers to those Regional Branches with a membership that is not within 100 members of 1/60th of the membership. Any one of those Regional Branches is hereinafter referred to as a "small Regional Branch."
2. Each Director shall be entitled to at least one vote on any matter which comes before the Board of Directors and on which that Director is entitled to vote. In addition, certain Directors shall have a weighted vote as determined in this paragraph.
3. If any Director is elected by a small Regional Branch, then all other Directors (including those Directors elected by large Regional Branches) and the President and the Secretary-Treasurer shall be entitled to a weighted vote on any matter which comes before the Board of Directors and on which that Director is entitled to vote.
4. The weighted vote shall be one vote multiplied by the following fraction:
 - a. The numerator is the total number of Directors elected by a small Regional Branch.
 - b. The denominator is the number of Directors which the Regional Branch Division would have been entitled to if determined only by the percentage of the total membership of the Regional Branch Division, less the number of Directors elected by large Regional Branches.