

Constitution

of the
Screen Actors Guild-American Federation of Television and Radio Artists
(SAG-AFTRA)

Preamble

The Screen Actors Guild-American Federation of Television and Radio Artists (SAG-AFTRA) brings together two great American labor unions: Screen Actors Guild and the American Federation of Television and Radio Artists. Both were formed in the turmoil of the 1930s, with histories of fighting for and securing the strongest protections for media artists. Our members united to form SAG-AFTRA in order to preserve those hard-won rights and to continue the struggle to extend and expand those protections into the 21st century and beyond.

We are actors, announcers, broadcast journalists, dancers, DJs, news writers, news directors, program hosts, puppeteers, recording artists, singers, stunt performers, voice over artists and other media professionals. Our work is seen and heard in theaters, on television and radio, sound recordings, the internet, games, mobile devices, home video: you see us and hear us on all media distribution platforms. We are the faces and the voices that entertain and inform America and the world.

SAG-AFTRA is committed to organizing all work done under our jurisdictions; negotiating the best wages, working conditions and health and pension benefits; preserving and expanding members' work opportunities; vigorously enforcing our contracts; and protecting members against unauthorized use of their work.

A proud member of the AFL-CIO, SAG-AFTRA partners with our fellow unions in the United States and internationally to seek the strongest protections for media artists throughout the world. We work with governments at the international, federal, state and local levels to expand protections for American media professionals both at home and abroad.

It is a core value of SAG-AFTRA that our strength is in our diversity. We are committed to the broadest employment and involvement of our members, regardless of race, national origin, ancestry, color, creed, religion, sex, marital status, sexual orientation, political affiliation, veteran status, gender identity or expression, age or disability. SAG-AFTRA strives to educate and engage members so that they may be full participants in the workings of their union. We are proud to be a model of inclusion, democratic organization and governance.

Article I. General

- A. This organization shall be known as Screen Actors Guild-American Federation of Television and Radio Artists or SAG-AFTRA (also referred to herein as the “Union”). This document shall be known as the SAG-AFTRA Constitution.
- B. The Union shall have two national offices, one located in Los Angeles, California and the other in New York, New York, with its headquarters in Los Angeles.
- C. SAG-AFTRA shall be affiliated with the AFL-CIO.

Article II. Objectives

- A. *Increasing* the power and leverage of our members in their bargaining relationships with the employers in our industries;
- B. *Organizing* workers in the entertainment and media industries in order to maximize our bargaining strength;
- C. *Increasing* our power in dealing with the various governmental bodies that address the significant public policy issues confronting our members;
- D. *Protecting and securing* the rights of our members in their professional activities, including securing meaningful legislation and regulations on matters affecting their work and taking appropriate protective action in response to the unauthorized use of their work;
- E. *Cooperating, coordinating and combining* with other organizations whose objectives include the advancement and improvement of members’ compensation and working conditions whenever such action is in the best interests of our members;
- F. *Establishing, conducting, sponsoring and maintaining* such educational, recreational, social and charitable enterprises as may assist our members and aid in their general welfare;
- G. *Receiving, administering and expending* the Union’s funds in the interests of our members;
- H. *Collecting and distributing* government mandated or other compulsory royalties, levies or remuneration subject to worldwide collective administration;

- I. Without limitation, *protecting* the rights of entertainment and media artists in all other respects consistent with the overall objectives of the Union and doing all other things necessary and proper to advance and promote their welfare and interests.

Article III. Membership

A. Qualifications for Membership

1. A person shall be eligible for membership in SAG-AFTRA if he or she:
 - a. Has worked, is working or is about to work in a position covered by a SAG-AFTRA (or AFTRA or SAG) collective bargaining agreement, provided that any person qualifying for work as a background actor must have completed three (3) days of work as a background actor under a SAG-AFTRA (or AFTRA or SAG) collective bargaining agreement; or
 - b. Is determined by the National Board to be engaged in work that advances the active organizing efforts or general goals of SAG-AFTRA.
2. The National Board has discretion to deny membership to any applicant if, in its judgment, his or her admission to membership would not be in the best interests of the Union.

B. Membership Application

1. All applications for membership shall be on a standard form provided for that purpose by the Secretary-Treasurer.
2. Each applicant, by becoming a member of the Union, agrees and subscribes, without reservation, to all the provisions and obligations in this Constitution, as well the Union's policies, procedures and rules, that currently are in effect or that may be added or amended from time to time.
3. The making of willful misstatements, the entering of misleading information or the withholding of essential information on an application for membership shall be cause for rejection, disciplinary action or expulsion.
4. Applications for membership shall be subject to approval in accordance with procedures established by the National Board.

C. Definition of Good Standing

A member in good standing, as defined in this Constitution, is an active member who is not in arrears in the payment of Union dues, assessments or, if any, fines. Only members in good standing are entitled to enjoy the rights, privileges and prerogatives of membership in the Union.

D. Membership Classifications

1. Active Member

An active member is a person who has met the qualifications of membership set forth in Paragraph A of this Article and who has been approved for membership in accordance with Paragraph B of this Article. A member shall remain active until:

- a. He or she is transferred to another membership classification;
- b. He or she resigns his or her membership or his or her membership is terminated under any provision of this Constitution;

2. Inactive Member

A person who has been a member in good standing for a period of at least eighteen (18) months and who is not employed or actively seeking employment in the Union's jurisdiction may become an inactive member as follows:

- a. If the member is not delinquent in Union dues, assessments or, if any, fines, the member may be granted honorable withdrawal from active membership as set forth in Article IV(A)(2)(e) and in accordance with policies established by the National Board; or
- b. If the member is indebted to SAG-AFTRA for no more than two (2) semi-annual dues periods, the member may be granted inactive status in accordance with policies and procedures adopted by the National Board.

3. Provisional Members

Executives and other persons who are self-employed or regularly employed by broadcasting companies, agencies, independent producers or sponsors for purposes other than performing on radio or television programs, or on sound recordings as artists, may be

eligible for Provisional Membership for the purpose of performing a part in a particular broadcast, program or recording, subject to such terms and conditions as may be determined by the National Board. Provisional members may not vote, hold office, attend meetings, become members of any committee, or have any property or other rights in the Union, except at the discretion of the National Board.

E. Rights and Obligations of Members

1. Rights

An active member in good standing shall be entitled to all of the rights and privileges of membership in the Union, including the right to vote for Union officers and hold elective office consistent with the eligibility requirements in Article VIII.

2. Obligations

All members of the Union agree, by virtue of such membership, to comply with the Union and Local Constitutions, rules, policies and procedures as they exist or are subsequently adopted or amended.

3. No rights upon Resignation or Termination of Membership

Upon the termination of membership as set forth below, an individual shall have no further rights and privileges in SAG-AFTRA, its property or in any of its Locals.

F. Termination of Membership

Membership shall be automatically terminated when: (1) a member has not been in good standing for a period of eighteen (18) months because of nonpayment of dues, assessments, fines or administrative fees as provided in Article IV, (2) he or she is expelled as provided in Article XIV, (3) he or she dies, or (4) he or she tenders a written resignation to the Secretary-Treasurer of the Union in accordance with polices established by the National Board.

Article IV. Dues, Initiation Fees, Assessments, Fines and Administrative Fees.

A. Dues, Initiation Fees and Assessments

1. General

- a. The financial obligations of members and agency fee payers to the Union are due and payable by the due date as provided in this Article and in policies established by the National Board.
- b. Except as provided below, any member failing to remit a billed obligation by the due date will be assessed a late payment fee in accordance with policies established by the National Board. An increase in the amount of the late payment fee must be approved by the National Board and affirmed by the Convention.

2. Dues

- a. The Union shall derive its dues income from a combination of: (1) uniform minimum dues per member, and (2) percentage of earnings dues for earnings under SAG-AFTRA and Local collective bargaining agreements.
- b. Dues shall be paid to the Union in accordance with policies and procedures established by the National Board.
- c. Dues, including minimum dues and percentage of earnings dues, may be increased only by a secret ballot majority vote of Union members in good standing voting in a referendum or by a two-thirds (2/3) vote of the delegates voting at a Convention, provided, however, that the authority of a regular or special Convention to increase dues shall be limited to a dues increase that does not exceed five percent (5%) in any twelve (12) consecutive month period, and provided further that such increases may not be scheduled to take effect beyond the date of the next regularly-scheduled biennial Convention.
- d. Dues Arrearage
 - i. Status upon Failure to Pay Dues

Any member who fails to pay his or her dues or other financial obligations to the Union by the due date, in accordance with policies and procedures established by the National Board, shall not be considered a member in good standing. A member who is not in good standing shall not be entitled to the rights, privileges and benefits of membership in the Union,

but shall continue to be bound by all obligations of membership.

ii. Termination for Failure to Pay Dues

The membership of a member who is not in good standing for a period of eighteen (18) consecutive months shall be automatically terminated in accordance with policies and procedures established by the National Board.

iii. Authority of National Board to Extend Payment Obligation

On application of a member and by special arrangement with the Secretary-Treasurer or his or her designee, in accordance with personal hardship guidelines established by the National Board, a delinquent member or former member with an accrued delinquent obligation may execute an agreement acknowledging the outstanding obligation and may arrange to repay the obligation over a period of time.

iv. Reinstatement after Termination

- a) Any member who has paid his or her financial obligations to the Union, including any finance charges incurred, or who has made satisfactory arrangements in accordance with this Article and applicable policies and procedures established by the National Board, may apply to the Secretary-Treasurer to be restored to good standing status in accordance with procedures established by the National Board. Such policies and procedures shall include payment of an application fee and may include a payment equal to the amount of the delinquent dues, any other financial obligation the member owes the Union and a reinstatement fee not to exceed the current initiation fee.
- b) Once restored to good standing status, a member shall be entitled to all of the rights,

privileges and benefits of membership in the Union.

e. Honorable Withdrawal

At the discretion of the National Board, a member who has been an active member in good standing for at least eighteen (18) months who is not employed or actively seeking employment in the Union's jurisdiction and who is not indebted to the Union may become an inactive member on honorable withdrawal upon written application to the Union, in accordance with policies and procedures adopted by the National Board

3. Initiation Fees

- a. The Union shall charge an initiation fee to persons who become members of the Union.
- b. Initiation fees may be increased only by a secret ballot majority vote of Union members in good standing voting in a referendum or by two-thirds (2/3) of the votes of the delegates voting at Convention

4. Assessments

An assessment may be levied by:

- a. A majority vote of Union members in good standing voting in a secret referendum;
- b. Two-thirds (2/3) of the votes of the National Board members voting, which shall be effective until the next regular Convention; or
- c. Two-thirds (2/3) of the votes of the delegates voting at Convention.

B. Administrative Fees

The Union may impose reasonable administrative fees for its expenses incurred in identifying persons, entities or estates entitled to payments, collecting the funds due, and thereafter distributing payments to them.

C. Remedies for Non-Payment

In addition to any other remedy prescribed herein or by law, the Union may enforce any liability of a member or former member of the Union for initiation fees, dues, assessments, fines, administrative fees or other obligation by an action at law or in equity. In such action, the Union shall have the right to recover its attorneys' fees and other costs incurred.

Article V. National Board

A. The general management, direction and control of the affairs, funds and properties of the Union, the determination of the relations and obligations of the members, the Union and the Locals, and the carrying out of the objectives of the Union, except as they are controlled or limited by this Constitution, shall be vested in the National Board.

B. Composition

1. Size and Composition

The National Board shall be comprised of the National Officers of the Union and members elected in accordance with Paragraph G of this Article.

The National Board shall consist of eighty (80) members, including the National Officers, or such smaller number as may be set by the National Board.

2. Proportionate Representation

The National Board shall establish rules and procedures to assure an equitable governance structure and the most appropriate representation of members. The National Board shall assign one or more Board seats to each Local or grouping of Locals.

3. Category Representation

a. To the extent practicable, the National Board shall be composed of members representing the significant work categories, as established by the National Board, from all sectors of the media and entertainment industries.

b. Each Local entitled to ten (10) or more seats on the National Board shall conduct its National Board elections so that all

significant work categories, as determined by the Local and subject to approval by the National Board, are represented.

4. Computation by National Executive Director

The National Board shall direct the National Executive Director to conduct a membership census by no later than October 31 of each year preceding a regular Convention year and, based on the census, to make a report to the National Board certifying the number of paid up members and recommending a reapportionment of the National Board to reflect any changes to the membership. The certified numbers shall be used for all Union and Local elections.

C. General and Specific Authority

1. The National Board shall have the following general powers:

- a. To interpret and enforce this Constitution;
- b. To be responsible for the general management, direction and control of the activities, funds and properties of the Union;
- c. To establish Union policy and adopt Union Bylaws and rules;
- d. To review any actions or decisions of a Local and to set aside any action or decision that is inconsistent with this Constitution or the policies and procedures of the Union;
- e. To determine the obligations of the members and Locals within the limits set by this Constitution; and
- f. To cause the Union to enter into mutual assistance and cooperation agreements with other organizations whose objectives and purposes are harmonious with the objectives of the Union.

2. In addition to the powers conferred upon the National Board in this and any other Article of this Constitution, the National Board shall have the following specific powers:

- a. To adopt the Union's financial plan and budget;
- b. To adopt the budget for each Local, after taking into consideration each Local's recommended budget;

- c. To approve collective bargaining agreements, amendments thereto and waivers;
- d. To call a strike of the membership, subject to Article XI(E), Article X(B)(5) and Article X(C)(2);
- e. To order a membership referendum in accordance with the procedures set forth in Article XIX;
- f. To make all decisions regarding the employment of a National Executive Director (“NED”) including hiring, discharging, establishing a procedure for evaluating and reviewing the NED’s performance, and establishing the NED’s basic compensation;
- g. To establish the Union’s government relations and public policy agenda, and to coordinate such activities with other organizations;
- h. To establish the Union’s public relations and public information policies;
- i. To establish, merge or terminate Locals, after consultation with the affected Local(s), and to resolve disputes between Locals;
- j. To recommend to Convention the Union’s strategic plan and to oversee the implementation of the strategic plan by the Union and the Locals;
- k. To adopt and oversee the organizing strategy of the Union and the implementation of the strategy by the Union and the Locals;
- l. To provide executive, strategic and administrative support to the Union and the Locals;
- m. To exercise the Union’s appointment and removal power with respect to representatives of all entities and organizations in which the Union participates including, but not limited to, appointing and removing the Union trustees on the AFTRA, SAG and Union benefit Funds;
- n. To propose Constitutional amendments for the Convention’s consideration;

- o. To approve dues and initiation fee waivers and to establish policies governing such waivers;
- p. Consistent with other provisions in this Constitution, to establish committees and approve the appointment of committee members and chairs as recommended by the President;
- q. To hear and determine appeals from charges against any member in accordance with the procedures set forth in Article XIV and policies adopted by the National Board;
- r. To approve the Constitution and Bylaws of all Locals and all amendments thereto;
- s. To recommend an increase in dues to the next regular or special Convention;
- t. To adopt such policies and procedures as the National Board deems necessary or appropriate for the governance or operations of the Union; and
- u. To delegate its authority in this Article or elsewhere in this Constitution, except that the following matters designated in this subparagraph V(C)(2) shall not be delegable: a. (financial plan), e. (referendum), f. (NED), r. (approve Local Constitutions), provided that the National Board may delegate the authority to approve amendments to Local Constitutions, and s. (dues increase recommendations).

D. Meetings

1. Frequency and Location
 - a. Regular meetings of the National Board shall be held four (4) times annually. At least one of these meetings each year shall be held in a single physical location.
 - b. The National Board shall determine the dates and location of National Board meetings, provided that the National Executive Director or the Executive Committee may change the date or location of a National Board meeting if circumstances warrant.
2. Written or electronic notice of all regular National Board meetings shall be sent to National Board members at least thirty (30) days in

advance of the meeting. Notice of any change in the date or location of a National Board meeting shall be provided to National Board members as soon as practicable.

3. Poll in Lieu of Meeting

- a. The National Executive Director shall conduct an electronic poll of the entire National Board if he or she, or any one of the following, determines that a time-sensitive matter requires immediate attention:
 - i. The President,
 - ii. Three (3) National Officers plus members carrying one-third ($1/3$) of the votes of the National Board,
 - iii. The Executive Committee, including at least two (2) National Officers, or
 - iv. A majority of the National Officers.
- b. Except as otherwise provided by this Constitution, a majority of the votes of the entire National Board is required to approve an action taken in a poll.
- c. The National Board's decision in a poll shall be effective immediately.

4. Special Meetings

- a. Special meetings of the National Board may be called at any time by:
 - i. The President,
 - ii. The National Executive Director,
 - iii. Three (3) National Officers plus members carrying one-third ($1/3$) of the votes of the National Board,
 - iv. The Executive Committee, including at least two (2) National Officers, or
 - v. A majority of the National Officers.

- b. Written or electronic notice of a special meeting shall be sent to each member of the National Board at least five (5) days in advance of the special meeting, or on twenty-four (24) hours' notice in emergency circumstances. Notice of the meeting shall include the time, location and topic(s) of such meeting.

E. Quorum and Voting

1. Quorum

One-third (1/3) of the votes and one-third (1/3) of the members of the National Board, including at least one (1) member from each of the two largest Locals, one (1) member from the Mid-sized Locals and one (1) member from the Small Locals, shall constitute a quorum for convening and transacting business at a National Board meeting.

2. Voting

- a. Decisions on all matters brought before the National Board shall be determined by a majority vote, unless otherwise specified in the Constitution or policies of the Union.
- b. No member of the National Board shall have less than one (1) vote.
- c. If, in a vote on any matter, the votes cast by members of the largest Local (excluding the Vice President from the largest Local and all other National Officers) exceed a majority of the total votes cast, the action of the National Board must be approved by either:
 - i. A majority vote that is at least five percent (5%) more than the total votes cast by members of the largest Local, or
 - ii. A majority vote that includes at least one (1) member of each of the two (2) largest Locals, one (1) member of a mid-sized Local and one (1) member of a small Local.
- d. Proxy voting
Proxy voting shall not be permitted.
- e. Weighted voting

In order to fairly reflect the distribution of members throughout the Union, National Board members shall hold votes based on membership population as determined in the most recent census pursuant to subparagraph B(4) of this Article. The number of votes held by each National Board member shall be calculated as follows:

- i. The National Board will establish five (5) weighting tiers based on member populations. The first tier will include only the largest Local, and the second tier will include only the second largest Local. The National Board shall assign the other Locals to the remaining three tiers based on member populations.
- ii. The total number of votes to be cast by all members of the National Board combined (excluding National Officers) shall be determined by dividing the aggregate number of seats held by the Locals in the weighting tier with the smallest aggregate number of members by the percentage (rounded to the nearest thousandth of one percent) of the overall membership of the Union represented by those Locals. By way of example, if there are three (3) Locals in the smallest tier, and those Locals comprise two percent (2%) of the total Union membership, the total number of National Board votes is: $3 \div .02 = 150$.
- iii. The number of votes cast by each National Board member in each weighting tier shall be determined by multiplying the total number of votes cast by all National Board members (calculated as specified in 2 above) by the percentage (to the nearest thousandth of one percent) of the membership represented by the Locals in that weighting tier, and then dividing the result by the number of National Board members in that weighting tier. By way of example, where the total number of National Board votes is 150, there are 15 Board seats assigned to that weighting tier and that tier comprises 20% of the membership, then each Board member's vote(s) shall be calculated as: $150 \times .20 \div 15 = 2$ votes

- iv. National Officers shall each have one (1) vote, and shall be excluded from any of the calculations set forth in this subparagraph V(E)(2)(e).

3. Alternates

- a. A member of the National Board unable to attend a National Board meeting may be represented by an alternate from his or her Local or group of Locals in accordance with procedures established by the National Board.
- b. An alternate may attend, participate in and vote at a National Board meeting in the event of a National Board member's absence, provided that the alternate National Board member must have been elected as a Local Board member or, if none is available, a Convention delegate.

F. Local Board members and Convention delegates, by virtue of their election to those positions, are eligible to serve as alternate National Board members.

G. Nomination and Election Procedures

1. Nominations

- a. In accordance with policies established by the National Board and the applicable provisions of the Local Constitution, candidates for National Board shall be nominated either by a petition containing the required number of signatures of members in good standing of that Local as set forth in the Local Constitution, by a Nominating Committee where so provided in the Local Constitution, or, where deemed appropriate by the National Board, at a membership meeting.
- b. Each nominee shall sign a written statement affirming that he or she:
 - i. Accepts the nomination;
 - ii. Consents to serve as a National Board member if elected;
 - iii. Will not withdraw as a candidate after nomination; and
 - iv. Meets the eligibility requirements of Article VIII.

2. Elections

- a. Elections for National Board members shall take place every two (2) years in accordance with a schedule and policies established by the National Board.
- b. Elections for National Board members shall take place at the same time as elections for the President and Secretary-Treasurer, Local Board and Convention delegates are held.
- c. Elections shall be conducted by:
 - i. Mail ballot, with ballots mailed to the last-known home address of each active member in good standing not less than twenty-one (21) days prior to the due date for the receipt of ballots; or
 - ii. A telephonic/electronic voting system that ensures the secrecy of each vote cast; or
 - iii. If deemed appropriate by the National Board, at a membership meeting.
- d. Each active member in good standing shall have one (1) vote.
- e. In order to be eligible to vote, (1) a member must be an active member in good standing as of a date thirty (30) days prior to the date of the mailing of the ballots, the commencement of telephonic/electronic voting or a membership meeting at which the election will take place; or (2) if ballots are mailed or voting in a telephonic/electronic or in-person election commences 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.
- f. An unopposed candidate shall be deemed elected. Write-in votes shall not be permitted.
- g. The candidates from each Local who receive the highest number of votes cast shall be declared elected to the National Board.
- h. In the event of a tie for any non-National Officer position, the winner shall be determined by a neutral, random selection,

except that in a Local or group of Locals that has only one National Board seat a runoff election may be conducted.

- i. Post-election protest procedure:
 - i. Local Election Committee
 - a) Each Local shall establish an Election Committee to (1) oversee the conduct of the National Board, Local Board and delegate elections; and (2) hear and determine election protests in accordance with procedures adopted by the National Board.
 - b) The Election Committee shall be made up of at least three (3) members in good standing, who may not be candidates for National Officer, National Board or Local Board in that election.
 - ii. Protest procedures
 - a) Within fourteen (14) days following a National Board election, a member in good standing may file with the Election Committee an election protest concerning an alleged violation of the election provisions of this Constitution, the Union's election rules or applicable law. Any such protest shall set forth with reasonable specificity the nature of the alleged violation, the facts underlying it and how it may have affected the outcome of the election.
 - b) The Election Committee shall consider all facts it deems appropriate to resolve an election protest and may, in its discretion, hold hearings concerning any such protests.
 - c) The Election Committee shall render its written decision on all election protests as promptly as possible, but in no event more than forty-five (45) days following the date of the election.
 - d) Election Committee decisions shall be final and binding. Elections challenged by a member are

presumed valid unless and until the same or another candidate is elected in a rerun election.

H. Term of Office

Members of the National Board shall hold office for a term of four (4) years, and shall remain in office until the election of their successors.

I. Vacancies in Office

1. A permanent vacancy on the National Board shall occur upon the resignation, death or removal of a National Board member, when a National Board member is absent without excuse from three (3) consecutive meetings, or when a National Board member fails to maintain his or her good standing status and/or other eligibility requirements in accordance with Article VIII.
2. Such permanent vacancy shall be filled by the same Local or group of Locals whose representative's departure from the National Board created the vacancy, from among the Local Board members or the elected delegates of such Local or group of Locals. The member selected shall serve until the next regularly-scheduled National Board election, at which time a permanent replacement shall be elected to serve the balance of the unexpired term, if any.

Article VI. National Officers

A. National Officer Positions

1. The Officers of the Union shall be the President, Executive Vice President, Secretary-Treasurer, Vice President from the largest Local, Vice President from the second largest Local, Vice President from the Mid-sized Locals who shall be elected by the members of the Locals assigned to tier 3, as set forth in Article V(E)(2)(e)(i), Vice President from the Small Locals who shall be elected by the members of the Locals assigned to tiers 4 and 5, as set forth in the same Article, Actor/Performer Vice President, Broadcast Vice President, and Recording Artist Vice President.
2. The National Officers shall serve as members of the National Board and as members of the Executive Committee of the National Board.

B. Authority and Duties of the President

1. The President shall be the chief elected officer of the Union and shall be charged with carrying out policies established by the National Board and Convention.
2. The President shall preside at all meetings of the Convention, the National Board and the Executive Committee.
3. The President shall be the chief spokesperson for the Union and shall represent the Union in affiliated and other organizations.
4. The President shall have the authority to delegate duties and responsibilities to other elected officials of the Union in accordance with the Constitution and Union policies.
5. Consistent with other provisions in this Constitution, the President, in consultation with the appropriate National Vice Presidents and/or Local Presidents, shall appoint the members of committees, subject to approval of the National Board.
6. The President shall consult with and be assisted by the Executive Vice President, the Secretary-Treasurer and the Vice Presidents in furthering the objectives and policies of the Union.
7. The President shall perform any other duties and responsibilities assigned to him or her by the National Board or set forth in the Constitution and policies of the Union.

C. Authority and Duties of the Executive Vice President

1. The Executive Vice President shall be the second highest elected officer in the Union and shall act in the place of the President at and between meetings of the Convention, National Board and Executive Committee if the President is absent or otherwise unavailable to perform his or her presidential duties.
2. In consultation with and at the direction of the President, he or she shall assist the President in the governance of the Union.
3. The Executive Vice President may perform such other duties as may be assigned to him or her by the President or the National Board.

D. Authority and Duties of the Secretary-Treasurer

1. The Secretary-Treasurer shall be the primary elected officer responsible for the general financial administration of the Union,

including overseeing the Union's funds, financial assets and fiscal records, and shall serve as chair of the Finance Committee.

2. The Secretary-Treasurer shall cause a quarterly financial report to be presented to the National Board.
3. The Secretary-Treasurer shall cause a budget to be prepared for the Union in line with modern budgetary and accounting principles for presentation to and approval of the National Board.
4. The Secretary-Treasurer shall be the chief elected officer responsible for the books and records of the Union, including the minutes of meetings of the Convention, National Board and Executive Committee.
5. The Secretary-Treasurer may perform such other duties as may be assigned to him or her by the President or the National Board.

E. Authority and Duties of the Vice Presidents

The Vice Presidents shall perform the duties and responsibilities assigned to them by the President or the National Board.

F. Concurrent Service as a National Board Member and National Officer

A National Board member who is elected to serve as a National Officer shall resign his or her position on the National Board and the National Board shall fill the vacancy in accordance with Article VI(I). While sitting as a National Officer, a member may not additionally seek or accept office as a member of the National Board for a term which would coincide with or overlap his or her term as National Officer. Notwithstanding the foregoing, a National Officer may run for a seat in regularly scheduled National Board elections immediately prior to the expiration of his or her current term as a National Officer.

G. Nomination and Election Procedures

1. Nomination Procedures
 - a. President and Secretary-Treasurer

Candidates for President and Secretary-Treasurer shall be nominated by petition as follows:

- i. For President, a written petition signed by not fewer than two hundred (200) members in good standing, including members from at least three (3) Locals.
 - ii. For Secretary-Treasurer, a written petition signed by not fewer than one hundred and fifty (150) members in good standing, including members from at least three (3) Locals.
- b. Executive Vice President

Candidates for Executive Vice President shall be nominated at Convention by the delegate body.
- c. Vice Presidents
 - i. The Vice Presidents other than the Executive Vice President shall be nominated by their respective delegate caucuses at Convention in accordance with policies established by the National Board.
 - ii. The delegate caucuses shall be: The caucus of the largest Local, the caucus of the second largest Local, the caucus of Mid-size Locals, the caucus of Small Locals (collectively the “Local caucuses”); the Actor/Performer caucus; the Broadcaster caucus; and the Recording Artist caucus.

2. Election Procedure

- a. The President and Secretary-Treasurer shall be directly elected by a plurality vote of the membership every two (2) years. Votes shall be tallied within the forty-five (45) day period immediately prior to the Convention, in accordance with a schedule and policies established by the National Board.
- b. The Executive Vice President of the Union shall be elected as soon as practicable after the opening of each regular Convention by a secret ballot vote of the Convention delegates in accordance with policies established by the National Board.
- c. The Vice Presidents of the Union shall be elected as soon as practicable after the opening of each regular Convention by a secret ballot vote of the delegates in the delegate caucuses set

forth in subparagraph G(1)(c)(ii) above in accordance with policies established by the National Board.

- d. In the event of a tie vote for any office, a run-off election shall be held.
- e. The election for President and Secretary-Treasurer shall be conducted by mail or telephonic/electronic secret ballot in accordance with Article V(G)(2)(c) and policies established by the National Board.
- f. An unopposed candidate shall be deemed elected. Write-in votes shall not be permitted.
- g. National Officer Election Committee
 - i. The National Board shall appoint a National Officer Election Committee to oversee the conduct of all National Officer elections and to hear and determine election protests in accordance with the procedures and polices established by the National Board.
 - ii. The Election Committee shall be made up of at least three (3) members in good standing, who may not be candidates for National Officer, National Board or Local Board positions.
- h. Post-election protest procedure
 - i. Within fourteen (14) days following a National Officer election, a member in good standing may file with the National Officer Election Committee an election protest concerning an alleged violation of the election provisions of this Constitution, the Union's election rules or applicable law. Any such protest shall set forth with reasonable specificity the nature of the alleged violation, the facts underlying it and how it may have affected the outcome of the election.
 - ii. The Committee shall consider all facts it deems appropriate to resolve an election protest and may, in its discretion, hold hearings concerning any such protests.

- iii. The Committee shall render its written decision on all election protests as promptly as possible, but in no event more than forty-five (45) days following the date of the election.
- iv. Committee decisions shall be final and binding. Elections challenged by a member are presumed valid unless and until the same or another candidate is elected in a rerun election.

H. Terms of Office

- 1. The term of office for President and Secretary-Treasurer shall be two (2) years commencing immediately upon their election and continuing until their successors are elected.
- 2. The term of office for the Executive Vice President and all Vice Presidents shall be two (2) years commencing immediately upon their election and continuing until their successors are elected.

I. Vacancies in Office

- 1. In the event the office of President becomes vacant for any reason, the Executive Vice President shall assume the duties and responsibilities of the President set forth in this Constitution until the next meeting of the National Board, which shall elect from eligible members a President to serve the balance of the former President's unexpired term of office.
- 2. In the event the office of Executive Vice President becomes vacant for any reason, the Secretary-Treasurer shall assume the Executive Vice President's duties and responsibilities set forth in this Constitution until the next meeting of the National Board, which shall elect from among eligible members an Executive Vice President to serve the balance of the former Executive Vice President's unexpired term of office.
- 3. In the event the office of the Secretary-Treasurer becomes vacant for any reason, the Executive Vice President shall assume the Secretary-Treasurer's duties and responsibilities set forth in this Constitution until the next meeting of the National Board, which shall elect from among eligible members a Secretary-Treasurer to serve the balance of the former Secretary-Treasurer's unexpired term of office.

4. In the event the office of a Vice President, other than the Executive Vice President, becomes vacant for any reason, such vacancy shall be filled, at the discretion of the National Board, by an eligible member who is either selected by the National Board members from the same Local, group of Locals or work category, or with an eligible member nominated and elected via telephonic/electronic poll of the relevant group of elected Convention delegates. The person selected to serve as acting Vice President shall assume the former Vice President's duties and responsibilities set forth in this Constitution and shall serve the balance of the former Vice President's unexpired term.
5. If a National Officer is elected to fill a vacancy, the National Board may fill the vacancy created thereby at the same meeting.

J. Bonding

Any National Officer who may be entrusted with the Union's funds shall be bonded in the amount specified in the Labor Management Reporting and Disclosure Act of 1959, as amended, or as it may be amended in the future.

Article VII. Convention

A. Frequency, Time and Location of Convention

There shall be a biennial Convention at a time and place determined by the National Board, provided that the Convention shall be held within forty-five (45) days after the tally of ballots in the election of the President and Secretary-Treasurer.

B. Delegates

1. Number of Delegates and Delegate Votes

- a. Each Local shall be entitled to the sum of the delegates calculated as follows:
 - i. One (1) delegate for every 100 members in good standing or portion thereof ("members") for up to the first 500 members, provided that each Local shall be entitled to at least one (1) delegate;
 - ii. One (1) delegate for every 250 members or portion thereof between 501 and 4,000 members; and

- iii. One (1) delegate for every 400 members or portion thereof over 4,000 members.
 - b. Each delegate will be entitled to have the number of votes equal to the number of members in his or her Local divided by the number of members of his or her delegation registered and attending the Convention.
 - c. The Convention Credentials Committee shall establish procedures concerning the application of these rules.
- 2. Category Representation

Each Local entitled to thirty (30) or more delegates to the Convention shall conduct its delegate elections so that all significant work categories, as determined by the Local and subject to approval by the National Board, are represented.
- 3. Delegate Composition

Delegates to the Convention shall consist of:

 - a. Members of the National Board, including National Officers,
 - b. The Presidents of each Local, and
 - c. Members elected in secret ballot elections.
- 4. Nomination and Election Procedures

Delegates shall be nominated and elected in secret ballot elections in accordance with policies and procedures established by the National Board.
- 5. Delegate Credentialing Procedures

The National Board shall adopt policies and procedures governing the credentialing of delegates.
- 6. Term of Office for Delegates

The term of office for delegates shall be two (2) years, commencing upon their election and continuing until the election of delegates for the next biennial Convention.

C. Authority of Convention

The decisions of the Convention shall be binding on the National Board, the National Officers, the Locals, and the members of the Union. The Convention's authority shall include, but shall not be limited to:

1. The nomination and election of the Executive Vice President and all Vice Presidents;
2. The adoption of resolutions that have been submitted in writing to the National Board at least thirty (30) days prior to Convention or as otherwise provided in policies or procedures established by the National Board or Convention;
3. Increasing dues and initiation fees, and levying assessments in accordance with Article IV;
4. Upon at least thirty (30) days' notice to the delegates of proposed amendments to this Constitution, approving such amendments upon a two-thirds (2/3) vote of the delegates voting, in accordance with policies and procedures established by the National Board;
5. By a two-thirds (2/3) vote of the delegates voting, to order the reconsideration of any action taken by the National Board.

D. Quorum and Voting

A quorum at a Convention shall consist of delegates holding a majority of the votes.

E. Proxy and Assigned Voting

1. Proxy voting shall not be permitted.
2. Subject to approval by the Convention Credentials Committee, in the event a delegate who is the only member of a delegation attending convention must leave the Convention, or if the sole delegate in a Local is unable to attend Convention, he or she may assign his or her vote(s) to a delegate from another Local.

F. Procedural Issues

1. The National Board may establish rules and procedures concerning the submission of resolutions, the seating of delegates and alternates, and other procedures governing the conduct of the Convention.

2. The National Executive Director shall issue the call to the biennial Convention at least ninety (90) days prior to the commencement of the Convention.
3. Prior to the commencement of the Convention, the President, with the approval of a majority of the National Board voting, may appoint the necessary committees to conduct the Convention's activities including, but not limited to, a Credentials Committee, a Constitutional Amendments Committee and such other delegate committees as the President and National Board deem appropriate.

G. Special Convention

The National Executive Director shall issue a call for a Special Convention within sixty (60) days after receiving a written request to do so from two-thirds (2/3) of the Locals or upon seventy-five percent (75%) of the votes of the National Board members present and voting thereon.

Article VIII. Eligibility for National Officers, National Board Members, and Delegates

A. Good standing

To be eligible to serve as a National Officer, a member of the National Board or Local Board, a member must have been in good standing in the Union for the twelve (12) months prior the date of his or her nomination.

B. Age

To be eligible to serve as a National Officer, a member of the National Board or Local Board, a member must be at least 18 years of age upon taking office.

C. Length of Membership

No member shall be eligible to serve as a National Officer or a member of the National Board unless he or she has been an active member for twenty-four (24) months prior to the date of his or her nomination.

D. Membership in Local

1. To be eligible to serve as a member of the National Board or National Officer from a Local or group of Locals, a member must have been a member of the Local or group of Locals for the twelve (12) months prior to the date of his or her nomination.

2. To be eligible to serve as a Convention delegate, a member must have been a member in good standing of his or her Local for the six (6) months prior to the date of his or her nomination.

E. Category Representative

To be eligible to serve as a category representative as set forth in Article VI(G)(1)(c)(ii), a member must have been a declared member of that category for the twelve (12) months prior to the date of his or her nomination.

F. Maintenance of Eligibility

National Officers, members of the National Board, members of Local Boards and delegates must adhere to the good standing and eligibility requirements of this Article throughout their elected or appointed term of office in accordance with policies and procedures established by the National Board. Failure to maintain good standing shall disqualify the member from attending meetings or voting until he or she returns to good standing. Failure to maintain eligibility for any other reason shall create a permanent vacancy.

G. Management Employees

Except as set forth in this Paragraph, no member of the Union who is primarily employed as management or primarily performs the functions of management in the Union's jurisdiction shall be eligible to serve as a National Officer, a member of the National Board, Local Board, a Wages and Working Conditions Committee, a Negotiating Committee or as a delegate to the Convention. The term "management" shall be defined as anyone who acts primarily and continually in the interests of an employer or employers rather than in the interests of the members of the Union.

The following shall not cause a member to be considered "management" within the meaning of this provision:

1. A member elects to receive income through his or her own corporate entity, or offers his or her services through such corporate entity.
2. A member is a singer contractor, stunt coordinator, ADR coordinator, choreographer or assistant choreographer as defined in the applicable AFTRA, SAG or Union collective bargaining agreement.

H. SAG-AFTRA Employees

No employee working for the Union shall be eligible to serve as a National Officer, a member of the National Board, Local Board, Wages and Working Conditions Committee, Negotiating Committee or delegate to the Convention provided, however, that the National Board may establish policies and procedures defining who shall be considered a Union employee for purposes of this provision.

Article IX. Committees

A. Executive Committee

1. Composition and Size

The National Board shall establish an Executive Committee consisting of the ten (10) National Officers and fourteen (14) members of the National Board selected in accordance with this Article.

2. Scope of Authority and Duties

- a. The Executive Committee shall have authority to act on matters that require attention in intervals between meetings of the National Board, subject to Article V(C)(2)(u).

The Executive Committee's authority shall include, but shall not be limited to:

- i. Approving Local, non-national (e.g. made in/played in) and single employer collective bargaining agreements, and waivers thereto,
 - ii. Approving budget amendments of not more than \$50,000, and
 - iii. Making final decisions, when requested, on readmissions to the Union.
- b. The Executive Committee shall not revoke or contravene any decision or resolution of the National Board, take any action with respect to matters within the exclusive authority of the Convention or National Board under this Constitution, take any action that violates this Constitution or any policy or procedure established by the Convention or National Board, or take any action that establishes any new policy not previously approved by the Convention or National Board.

3. Election of non-National Officer Executive Committee Members

- a. The non-National Officer members of the Executive Committee shall be elected at the first National Board meeting following the biennial convention in the manner set forth below.
- b. The National Board members and National Officers meeting in their respective Locals or group of Locals shall elect from among themselves the number of non-National Officer Executive Committee members so that the Executive Committee approximately reflects the Union's Local membership distribution.

4. Meetings

- a. The Executive Committee shall meet regularly at such time and place as the National Executive Director or President shall determine.
- b. In the event that any of the following determines that a matter requires immediate attention, the Executive Committee may act by telephonic/electronic poll:
 - i. The President,
 - ii. The National Executive Director, or
 - iii. A majority of the Executive Committee that includes at least two (2) National Officers.

In order to adopt any action in a telephonic/electronic poll, a majority of the members of the Executive Committee must have voted. If an action is approved, it shall be effective immediately.

- c. Special meetings of the Executive Committee may be called on no less than twenty-four (24) hours' telephonic/electronic notice by:
 - i. The President,
 - ii. The National Executive Director, or
 - iii. A majority of the Executive Committee that includes at least two (2) National Officers.

5. Quorum

A quorum of the Executive Committee shall consist of one-third (1/3) of Executive Committee members, including at least three (3) National Officers.

6. Term

Members of the Executive Committee shall serve until their successors are elected, except that a member shall no longer serve on the Executive Committee if he or she ceases to be a member of the National Board or a National Officer of the Union.

7. Voting

Each member of the Executive Committee shall have one (1) vote. Proxy voting shall not be permitted.

8. Permanent Vacancies

If a seat on the Executive Committee, other than one held by a National Officer, becomes vacant, the National Officers and National Board members from the Local caucus that elected the person holding that seat shall elect a replacement in accordance with subparagraph A(3)(b) above.

9. Alternates and Temporary Vacancies

- a. A temporary vacancy on the Executive Committee shall occur whenever a non-National Officer member of the Executive Committee is unable to attend an Executive Committee meeting.
- b. Such temporary vacancy, if filled, shall be filled from a pool of alternates equal to the number of non-National Officer Executive Committee members, in accordance with policies and procedures established by the National Board.

B. Finance Committee

1. Composition and Size

The National Board shall establish a Finance Committee consisting of the President, the Executive Vice President, the Secretary-Treasurer and such additional number of members as the National Board deems appropriate, whose appointment shall be recommended by the President and approved by the National Board. The Secretary-Treasurer shall serve as the chair of the Committee.

2. Quorum

A majority of the Finance Committee shall constitute a quorum.

3. Scope of Authority and Duties

The Committee shall function in accordance with the authority delegated to it by the National Board and shall act in accordance with policies established by the National Board. The Committee shall review and make recommendations to the National Board on National and Local financial and budgetary issues, and shall undertake additional duties as assigned by the National Board. The Committee may initiate and bring recommendations to the National Board or Executive Committee for its consideration and approval.

4. Term

Members of the Committee shall serve until their successors are appointed by the President and approved by the National Board at the first National Board meeting following the biennial Convention.

5. Vacancies

If any non-National Officer seat on the Committee becomes vacant, the President shall appoint a member to fill the vacancy, subject to the approval of the National Board.

C. National Broadcasters Steering Committee

1. Composition and Size

There shall be a National Broadcasters Steering Committee. Each Local with broadcast contracts is entitled to at least one (1) member on the Committee. The composition of the Committee shall be generally reflective of the number of broadcast contracts and broadcast members in the respective Locals. Any National Officer who works under a broadcast contract shall be a member of the Committee. Appointments to the Committee will be made by the President, based upon recommendations from the Locals, and approved by the National Board.

2. Scope of Authority and Duties

The Committee shall be responsible for identifying areas of concern to broadcasters and making recommendations to the National Executive Committee and National Board, including

recommendations on standards for collective bargaining agreements, internal and external organizing efforts, public policy and other issues affecting members working in the broadcast sector.

3. Term

The non-National Officer members of the Committee shall serve until their successors are appointed.

4. Vacancies

Appointments to fill vacancies shall be made by the President, based on recommendations from the Locals, and approved by the National Board.

5. Meetings

The Committee shall hold no fewer than three (3) face-to-face meetings per year in addition to such teleconference or video-conference meetings of the Committee and its subcommittees as the Committee determines.

D. Committee of Locals

1. Composition and Size

There shall be a Committee of Locals. Each Mid-size and Small Local shall be entitled to at least one (1) member on the Committee. The following shall serve as members of the Committee: National Board members of the Mid-size and Small Locals or their designated alternates; the President of any Small Local that does not have its own National Board Member; National Officers who are members of a Mid-size or Small Local. The National Vice President elected by the Mid-size Locals and the National Vice President elected by the Small Locals shall serve as co-chairs of the Committee.

2. Scope of Authority and Duties

The Committee shall be a forum for identifying areas of common interest to Mid-size and Small Locals. The Committee may make recommendations to the National Board, the Executive Committee, and the Convention including, but not limited to, internal and external organizing efforts, and public policy and other issues affecting members in the Mid-size and Small Locals.

3. Term

Members of the Committee shall serve concurrently with their term as a National Officer, National Board Member or Local President.

4. Vacancies

Each Local shall fill its respective vacancies on the Committee in accordance with its Local Constitution.

5. Meetings

The Committee shall hold no fewer than four (4) meetings per year, either in a face-to-face plenary or video-conference. Meetings may be held in conjunction with National Board Meetings and the Convention. Committee meetings may include all the Presidents of Mid-size and Small Locals.

- E. The National Board may establish such other committees as it deems appropriate.

Article X. Locals

A. National Board Authority

1. The National Board may, in its discretion, authorize the establishment or admission of Locals, merge Locals and terminate Locals.
2. The National Board shall have the authority to assign members to Locals and to transfer members from one Local to another. The National Board shall adopt policies governing the assignment of members, objections to assignment and requests for change of assignment.
3. In the interest of unified action for the common good of the Union, and notwithstanding any other provision in the Union's governing documents or a Local's Constitution, policies or procedures, the National Board has the authority, in its sole discretion, to require a Local to take, or refrain from taking, a particular action.

B. Governance and Authority of Locals

1. Each Local shall adopt a Constitution, subject to approval by the National Board. Pending the adoption and approval of such Constitution, Locals shall be governed by the Local Constitution attached hereto as Appendix 1.
2. All amendments to Local Constitutions shall be subject to approval by the National Board or its designee.
3. The Constitution and Bylaws of each Local shall provide that the person elected as Local president, by virtue of being elected to that position, shall also be a Convention delegate.
4. Each Local has the authority to manage and govern its own affairs and to adopt its own policies and procedures, consistent with this Constitution, its own Constitution, and the policies and procedures established by the National Board.
5. Consistent with this Constitution, the Local Constitution and the policies and procedures of the Local and the National Board, each Local has authority to ratify and enter into local collective bargaining agreements and to call strikes with respect to such agreements, subject to approval by the National Board or its designee.
6. A Local may not adopt any policy or take any action which is injurious to any other Local or detrimental to the best interests of the Union, as determined by the National Board.
7. Absent the express written approval of the National Board, a Local shall not have any right or power to act as an agent or representative of this Union or bind it to any obligation.

8. Nominations and Elections

A Local shall conduct elections for Local Officers and Board members, and the National Board members and Convention delegates representing that Local, consistent with this Constitution, the Local's Constitution and the policies and procedures adopted by the National and Local Boards.

9. No Conflict

A Local's Constitution and rules may not conflict with this Constitution or policies and procedures adopted by the National Board. To the extent that any provision of a Local Constitution, Bylaw or rule conflicts with a provision of this Constitution, any

amendment thereto, or any rules, policies or procedures adopted by the National Board, the Local Constitution, Bylaw or rule shall be deemed to have been automatically amended to comply therewith. Each Local's Constitution shall contain a provision to this effect.

C. Right to Organize and Represent Members

1. Each Local shall have the right to organize members within the jurisdiction assigned to it by the National Board, subject to the authority of the National Board.
2. Each Local shall have the right to conduct collective bargaining, including the right to represent members, administer and enforce collective bargaining agreements and authorize strikes against an employer in accordance with the provisions of this Constitution and the Local Constitution. For the purpose of ensuring consistency, the National Board or its designee shall have authority to engage in and oversee such activities with respect to collective bargaining agreements that are national in scope or that affect more than one Local.
3. Any dispute as to jurisdiction among the Locals, or between a Local and the Union, or involving contract interpretation or dispute resolution, shall be determined by the National Board or its designee, whose decision shall be final and binding.

Article XI. Collective Bargaining

A. Conduct of Bargaining

1. With respect to multi-employer collective bargaining agreements that are national in scope, or any other agreements designated by the National Board, the National Board shall appoint a Wages and Working Conditions Committee to develop proposals, and a Negotiations Committee to conduct negotiations, under policies and procedures determined by the National Board.
2. The National Board shall approve all proposals developed by the Wages and Working Conditions Committee.

B. Approval of Collective Bargaining Agreements

1. All multi-employer collective bargaining agreements that are national in scope shall be approved by the National Board and submitted for ratification by the members affected thereby. Such

ratification may be made either (a) by majority vote of the members voting in a referendum conducted by mail or electronic means under policies and procedures established by the National Board, or (b) by majority vote of the members voting in meetings held in accordance with policies and procedures established by the National Board.

2. Membership ratification shall not be required for any collective bargaining agreement that the National Board determines is not to be used in widespread or industry-wide application affecting a substantial portion of the membership and interim contracts that are of short duration or that reflect the Union's last, best and final offer to an existing employer or employer group. Such agreements shall require approval by either sixty percent (60%) of the votes of the National Board present and voting or sixty percent (60%) of the votes of the Executive Committee present and voting. This provision shall not affect Local collective bargaining agreements that are subject to ratification by the affected members of the Local pursuant to the Local Constitution.
- C. Waivers or amendments of a minor nature need not be submitted to membership ratification, but must be approved by the National Board or its designee acting in accordance with policies and procedures adopted by the National Board.
 - D. The Union shall not negotiate or seek to regulate the maximum compensation that may be earned by any member under any collective bargaining agreement.
 - E. With respect to any multi-employer or national agreement, the National Board may declare a strike against any employer upon a vote of seventy-five percent (75%) of the members affected thereby voting on the question. Such vote shall be conducted either by (a) a membership referendum conducted by mail or electronic means, under policies and procedures established by the National Board; or (b) in membership meetings, under policies and procedures established by the National Board. Where an employer is seeking to impose a final offer or to terminate an agreement, the National Board shall have emergency authority to authorize and declare a strike.
 - F. The Union may collect or receive on behalf of, and shall distribute to, persons any amounts payable or due to such persons under any SAG-AFTRA, SAG or AFTRA agreement providing for payment of residuals, rerun fees, royalties, foreign levies or royalties, or any other amounts payable to such persons, under policies and procedures adopted by the National Board. The Union may establish, maintain or participate in a fund

or trust for such purposes. The Union may charge and deduct a reasonable fee to cover its expenses of collection, distribution and administration.

1. Unless otherwise specifically obligated under any agreement, the Union shall not be obligated to pay interest on any monies due any persons under this Article.
2. If the Union cannot locate a person or beneficiary owed any monies under this provision within three (3) years of the receipt of the monies due such person, or the person fails to make a claim within such time period, the Union may declare the monies forfeited and may use the monies for any allowable purposes. The person or beneficiary may relieve the forfeiture by making a written claim for the monies any time after the three (3) -year time period.

Article XII. Rules and Regulations

The National Board has the authority to adopt rules and regulations governing members' rights, duties and obligations with respect to: (a) members; (b) the Union or any of its affiliated Locals, (c) persons or organizations engaged in employing or representing members in industries covered by SAG-AFTRA, or AFTRA or SAG, collective bargaining agreements, including without limitation, producers, agents, managers, and personal representatives, and (d) other persons or organizations involved in activities affecting industries covered by SAG-AFTRA, or AFTRA or SAG, collective bargaining agreements. The members of the Union shall be bound by all such rules and regulations.

Article XIII. Non-Discrimination

The Union, its affiliated Locals and any member, officer, representative or employee shall not discriminate or attempt to cause any employer to discriminate against any applicant for membership, member, representative or employee of the Union on the basis of race, national origin, ancestry, color, creed, religion, sex, marital status, sexual orientation, political affiliation, veteran status, gender identity or expression, age or disability for any purpose including, but not limited to, eligibility for membership, holding office or employment in the Union.

Article XIV. Discipline of Members

- A. A member may be reprimanded, censured, fined, suspended or expelled from membership in the Union for any of the following offenses:

1. Violation of any of the provisions of this Constitution, or the policies, rules or regulations adopted by the Union or any of its Locals.
2. Engaging in actions antagonistic to the interests or integrity of the Union, any of its affiliated Locals or its membership, including providing services covered by the Union's jurisdiction for any employer declared unfair by the National Board.

B. Procedure for Discipline

1. Any member in good standing, any affiliated Local, the National Executive Director or his or her designee, may file with the Secretary-Treasurer, or his or her designee, written charges against any member alleging facts describing any of the offenses set forth in this Article.
2. Charges must be filed within six (6) months of knowledge of the action or event that gave rise to the charges. Charges must set forth with reasonable specificity the nature of the offense and the facts underlying it.
3. The National Board, or its designee, shall review the charges and dismiss them if they have not been timely filed, if the act complained of does not constitute a violation subject to discipline under this Constitution or in the absence of sufficient evidence to establish probable cause for proceeding.
4. Unless the charges are dismissed pursuant to subparagraph B(3) of this Article, the Secretary-Treasurer, or his or her designee, or the National Executive Director, or his or her designee, shall give written notice to the member or members charged, attaching a copy of the charges and setting a hearing date at least fourteen (14) days in advance.
5. Prior to a hearing before the disciplinary committee, the National Board may designate a representative(s) to meet with a member who has been charged with any of the offenses set forth in this Article. The National Board's representative(s) may offer a resolution to the charges that, if the member accepts, would be final and binding. If the member does not accept the offer, a disciplinary committee will be convened to hear and determine the charges, as described in this Article.

6. The National Board, or a disciplinary committee appointed pursuant to policies and procedures approved by the National Board, shall hear and decide the charges. At the hearing, a charged party shall have the opportunity to present evidence and testimony, and may have a representative assist him or her. The charged member shall be given written notice of the decision and penalty, if any. The National Board, or a disciplinary appeals committee designated by it, has authority to review the disciplinary committee's decision and penalty, if any, on its own motion or on the member's written appeal filed with the Secretary-Treasurer, or his or her designee, or the National Executive Director, or his or her designee, within twenty-one (21) calendar days of sending of notice of the disciplinary committee's decision. On any appeal, the charges may be upheld, dismissed, the decision modified, or the charges referred to the disciplinary committee for further proceedings.
7. A member may be expelled from membership only by two-thirds (2/3) of the votes of the National Board members voting on the issue.
8. The National Board may adopt rules governing the investigation of charges and the conduct of any hearings or appeals under this Article.

Article XV. Indemnification and Expenses of Defense

- A. The Union is authorized to pay all reasonable expenses for defense, including attorney's fees, in any claim, charge, complaint or action in which the Union, any affiliated Local, or any Union or Local officer, delegate, representative, employee, agent or other person alleged to have acted on behalf of the Union or an affiliated Local, is alleged to have violated the law or any of the duties and responsibilities set forth in this Constitution or a Local Constitution, except to the extent prohibited by law.
- B. The Union shall indemnify every officer, including National and Local Board members, delegates and employees of the Union, or any of its affiliated Locals, and may indemnify such other persons as it deems advisable, against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed in connection with any proceeding to which he or she may be made a party, for acts within the scope of his or her authority, whether or not he or she is acting as such at the time such expenses are incurred, except in cases where such person is found to have engaged in willful malfeasance in the performance of his or her duties or to have breached his or her fiduciary duties, provided, however, that the

National Board may approve any settlement or reimbursement as being in the best interests of the Union.

- C. The Union shall have the right, at its expense, to participate in or, at its election, assume the defense or prosecution of any proceeding against an officer, including any National or Local Board member, delegate, representative or employee of the Union or any of its affiliated Locals, and may employ counsel and fully participate therein.

Article XVI. Non-liability for Unauthorized Acts

The Union and any of its affiliated Locals shall not be liable for the acts or conduct of any of their officers, employees or representatives that are outside the scope of their authority, unless expressly authorized in writing by the National Board.

Article XVII. Recall and Removal of National Officers and National Board Members

- A. Procedure for Recall of President, Executive Vice President and Secretary-Treasurer
 1. A petition seeking removal of the President, Executive Vice President or Secretary-Treasurer signed by fifteen percent (15%) of the members in good standing may be filed with the National Executive Director. A statement of the reasons for the recall, not to exceed 500 words, shall accompany the petition.
 2. The Union shall promptly determine whether the petition contains sufficient valid signatures of members in good standing. If so, the National Executive Director shall give written notice by certified mail to the officer in question, together with a copy of the petition. Upon receipt of the notice, the officer in question shall have ten (10) days to submit a statement of reasons, not to exceed 500 words, explaining why he or she should not be recalled.
 3. After thirty-five (35) days from the filing of the petition or after receipt of the National Officer's statement, whichever is later, the Union shall hold a referendum vote by written mail or electronic ballot. The statements of reasons for and against recall shall be mailed together with the referendum ballot.
 4. The National Officer in question shall be recalled upon two-thirds (2/3) vote of the members voting.

B. Procedure for Recall of Vice Presidents and National Board Members

1. A petition seeking removal of the Vice Presidents or a National Board member signed by fifteen percent (15%) of the relevant members in good standing may be filed with the National Executive Director. The petition shall be accompanied by a statement of the reasons for the recall, not to exceed 500 words.
2. The Union shall process the recall petition in the same manner as Paragraph A, subparagraphs 2-4 above, provided that a two-thirds (2/3) vote of the relevant membership voting is required for removal.

C. Procedure for Removal of National Officers and National Board Members for Serious Misconduct

1. Any member in good standing, any committee of the National Board established for such purpose or the National Executive Director, or his or her designee, may file charges of serious misconduct with the Secretary-Treasurer against any National Officer or National Board member. The charges shall be in writing and state all the facts and circumstances showing serious misconduct. A copy of the charges shall be mailed to the National Officer or National Board member in question.
2. The National Board, or a committee appointed by the National Board, shall investigate the charges and may dismiss them if they lack substantial merit or evidence in support. Otherwise, the National Board or committee shall set a hearing and give the National Officer or National Board member in question at least fifteen (15) days written notice of the date, time and place of the hearing. The hearing shall be before the National Board or a committee as determined by the National Board. The National Officer or National Board member in question shall have the right to have a representative at the hearing.
3. The National Board or committee appointed by the National Board shall issue a written decision following the hearing. A committee's decision to remove a National Officer or National Board member shall be considered a recommendation to the National Board or to an appeals committee designated by the National Board. A decision by the appeals committee to uphold the recommendation shall be automatically appealed to the National Board. A two-thirds (2/3) vote of the National Board members voting shall be required to remove the National Officer or National Board member in question. The decision of the National Board shall be final and binding.

- D. In the event a National Board member or National Officer is recalled or removed, a successor shall be selected in the manner for filling a permanent vacancy in that office as set forth in Article V(I)(2) or Article VI(I) of this Constitution respectively.
- E. The National Board has authority to adopt policies and procedures governing recall and removal of National Officers and National Board members under this Article.

Article XVIII. Amendments

- A. This Constitution may be amended by any of the following methods:
 - 1. The Constitution may be amended by a majority vote of the members voting in a referendum conducted pursuant to Article XIX. A proposal to amend the Constitution by membership referendum shall be acted upon if (a) it has been approved by a National Board resolution; or (b) a petition of ten percent (10%) of the members in good standing has been presented to the National Executive Director. Upon receiving such resolution or petition, the National Board shall conduct a referendum pursuant to Article XIX, provided that sixty (60) days' written or electronic notice of the proposed amendment has been given to the members in accordance with procedures established by the National Board; or
 - 2. The Constitution may be amended by a two-thirds (2/3) vote of the delegates voting at Convention, provided that thirty (30) days' written or electronic notice of the proposed amendment has been given to each Local. A proposal to amend the Constitution at Convention shall be acted upon if: (a) it has been approved by a National Board resolution; or (b) a petition signed by one-third (1/3) of the Locals has been submitted to the National Executive Director at least forty-five (45) days before Convention. Upon receiving such resolution or petition, the regular or special Convention shall consider the proposed Constitutional amendment.
- B. Notwithstanding anything to the contrary contained in this Constitution, the Convention shall not have authority to amend the following provisions of this Constitution:
 - 1. Article IV(A)(2)(c) (procedure for increasing dues);
 - 2. Article XIX (referendum);
 - 3. Articles V(C) and VII(C) (Authority of National Board and Convention), and

4. This Article XVIII(B) (limitation on amendments).
- C. The following may only be amended by a seventy-five percent (75%) vote of the members voting in a referendum:
1. Article XI(E) (strike authorization);
 2. Article XI(D) (prohibition on cap on members' earnings); and
 3. Article XXI(A) (dissolution)

Article XIX. Referendum

The Union shall conduct a membership referendum by secret ballot at any time on any question or issue if (a) it has been approved by a National Board resolution; or (b) a petition of ten percent (10%) of the members in good standing requesting such referendum has been presented to the National Executive Director. The referendum shall be conducted by mail ballot or by electronic means and under policies and procedures established by the National Board, and shall be determined by such majority of those members voting as is required by this Constitution.

Article XX. Trusteeship

- A. Whenever there is reason to believe that, in order to protect the interests of the members, it is necessary for the purpose of correcting corruption or financial malpractice, assuring the performance of collective bargaining agreements or other duties of a bargaining representative, restoring democratic procedures, or otherwise carrying out the legitimate objectives of this Union, the President, with the approval of the National Board, may appoint a Trustee to take charge and control of the affairs of an affiliated Local.
- B. The Trustee shall be authorized and empowered to take full charge of all of the affairs and activities of the Local, to take possession of all books, records, and property, to remove any of its officers, employees, agents or representatives and to take such other action as in his or her judgment is necessary for the preservation of the Local and for the protection of the interests of the membership.
- C. The Trustee shall report on the affairs and activities of the Local to the National Board, or a committee designated by the National Board, at least every ninety (90) days. The Trustee's day-to-day activities shall be subject to the supervision and direction of the National Executive Director, subject

to review by the National Board, the Executive Committee or a committee designated by the National Board.

- D. Except as set forth in Paragraph E, below, prior to the appointment of a Trustee, the National Board shall appoint a trusteeship committee which shall issue a notice setting the time, date and place for a hearing, for the purpose of determining whether a Trustee should be appointed. The trusteeship committee shall issue a report and recommendation to the National Board within thirty (30) days of its appointment.
- E. Should the President determine that an emergency situation exists within a Local requiring immediate appointment of a Trustee, he or she may appoint a Trustee prior to a hearing so long as the Executive Committee, acting in a teleconference, video conference or in-person meeting held within forty-eight (48) hours of the President's decision, approves the decision. If a trusteeship is imposed in such an emergency situation, a trusteeship committee must conduct a hearing within thirty (30) days of the appointment of the Trustee and the National Board must approve the imposition of the trusteeship within sixty (60) days of the appointment of the Trustee.
- F. Miscellaneous
 - 1. Except for Paragraph E above, the President may extend any of the time limits contained in Article XX for good cause. The President's decision shall be final and binding.
 - 2. The National Board has authority to adopt policies and procedures governing the appointment of a Trustee, the conduct of a trusteeship hearing and the imposition of a trusteeship as provided in this Article.

Article XXI. Dissolution, Disaffiliation and Merger

- A. The Union may be dissolved by resolution adopted by a two-thirds (2/3) vote of the National Board and ratified by a seventy-five percent (75%) vote of the members voting in a membership referendum held in accordance with Article XIX.
- B. Until dissolution, no member has any rights in or to the funds or property of the Union. Upon dissolution and winding up, the interests of members in the funds and property shall be distributed to the members on a pro rata basis as determined by the National Board.

- C. No Local may dissolve or disaffiliate from the Union without the approval of the National Board.
- D. The Union may merge with or become a part of any other organization by resolution of the National Board that is approved by either (1) sixty percent (60%) of the members in good standing voting in a mail or electronic ballot; or (2) sixty percent (60%) of the delegates voting at a Convention. A merger, affiliation or consolidation with another entity shall not be considered a dissolution under this Article.

Article XXII. Miscellaneous Provisions

- A. Rules of Order

All meetings of SAG-AFTRA and its Locals, including the Convention, the National and Local Boards and all Committees, shall be conducted according to Robert's Rules of Order Newly Revised.

- B. Savings provision

If any provision of this Constitution shall be held to be invalid, the remainder of this Constitution shall continue in full force and effect.

APPENDIX 1: Local Constitution

In accordance with the SAG-AFTRA Constitution, this Local Constitution shall be used as the Constitution of SAG-AFTRA Locals unless and until a Local adopts its own Constitution which is consistent with the SAG-AFTRA Constitution and approved by the SAG-AFTRA National Board.

1 Members

1.1 This Local is composed of SAG-AFTRA members who reside within the Local's jurisdiction as determined by the SAG-AFTRA National Board. Membership in this Local shall be automatically extended to all such SAG-AFTRA members.

1.2 The term "members" or "membership" as used in this Local Constitution means members in good standing as defined in the SAG-AFTRA Constitution.

1.3 The Local shall provide SAG-AFTRA with a list of its officers and Board members, showing their names, addresses, email addresses and telephone numbers and give prompt notice of any changes.

2 Membership Meetings

2.1 Regular meetings of the Local membership shall be held at least once per year, or at more frequent intervals as determined by the Local Board. Special meetings of the membership may be called at any time by the Local President or by a majority vote of the Local Board members voting on the matter.

2.2 Except as otherwise set forth in this Constitution, notice of any membership meeting shall be given by written or electronic means at least 30 calendar days in advance. Notice shall also be posted in the Local's office (if one exists) and published on the Local's website or page. Notice of special membership meetings shall be given in the same manner at least ten (10) calendar days in advance. An emergency membership meeting may be called by the President and two of the elected officers and held upon twenty-four (24) hours' notice if circumstances require that immediate action be taken. Notice of any membership meeting shall state the date, time, and place of the meeting and, in the case of special and emergency meetings, a description of the business purpose of the meeting.

2.3 All membership meetings shall be held at the Local's principal office (if one exists) or at such other location as the Local Board shall determine.

2.4 A quorum for any membership meeting shall be established by the Local Board. Each member who is present shall have one vote.

2.5 Any regular membership meeting at which a quorum is present may transact any business coming before the meeting without prior notice of the business to be transacted,

except that the meeting notice shall specifically state if the business will include (a) any nomination or election of SAG-AFTRA National Board members, Local officers, Local Board members, or delegates, (b) a vote on changes to the Local Constitution, (c) a vote requiring an expenditure of union funds, or (d) a vote on any resolution to overturn a decision of the Local Board. A special or emergency meeting may not conduct any business other than the business for which the meeting was called. Unless this Constitution otherwise provides, all decisions shall be by a majority of those voting.

2.6 Minutes shall be kept of all membership meetings.

3 Officers

3.1 The Local's members shall directly elect a minimum of two officers: President and Vice President. All officers shall serve two-year terms.

3.2 The President shall be the principal officer of the Local and shall preside at all membership and Local Board meetings. The President shall oversee the keeping of the Local's records and minutes and the publication of all notices required by this Constitution. The President shall serve as a delegate to the SAG-AFTRA Convention.

3.3 The President, with the approval of the Local Board, may appoint committees to conduct any Local business, consistent with SAG-AFTRA policies. Except for any election, nominating or disciplinary committee, the Local President shall be an ex-officio, non-voting member of all Local committees.

3.4 The Vice President shall serve in the President's absence. If the Vice President is unavailable, the Local Board shall designate an officer to serve as President.

4 Local Board

4.1 The Local Board shall consist of the Local's elected officers, the SAG-AFTRA National Board members representing the Local, and at least four (4) additional members elected by the Local's membership. Except for the National Board members, the Local Board members shall serve two-year terms.

4.2 Subject to approval by the Local Board and the SAG-AFTRA National Board, the Local may increase or decrease the number of Local Board members.

4.3 For Locals entitled to ten (10) or more seats on the National Board, the Local shall provide that its Local Board shall include appropriate representation of membership work categories, as determined by the Local Board and approved by the SAG-AFTRA National Board.

4.4 The Local Board shall be responsible for the general management, conduct and control of the business affairs of the Local. The Local Board may adopt rules or policies that the Local Board deems necessary or appropriate to conduct the Local's business

affairs, subject to approval by the SAG-AFTRA National Board. Such rules or policies shall not contravene this Constitution or the Constitution and policies of SAG-AFTRA.

4.5 Regular meetings of the Local Board shall be held at least four (4) times per year. Special meetings may be called at any time by the Local President, Local Executive Director, or by a majority of the Local Board. All meetings shall take place in the Local's principal office unless otherwise determined by the Local Board. At least ten (10) days' notice shall be given to the Local Board members of any Local Board meeting at which the Local Board will select a replacement for any vacant Local or National Officer or Board member position.

4.6 Notice of all Local Board meetings shall be mailed or electronically delivered to Local Board members at least ten (10) days in advance. In the case of emergencies, notice shall be given by telephonic/electronic means at least twenty-four (24) hours in advance. The notice must state the date, time and place of the meeting and, in the case of special meetings, the purpose of the meeting.

4.7 At least one-third (1/3) of the members of the Local Board shall constitute a quorum for the conduct of any business. Except as otherwise provided in this or the SAG-AFTRA Constitution, all decisions shall be made by a majority of those present and voting. Minutes shall be kept of all meetings.

4.8 The Local Board may conduct an executive session limited to its members to discuss personnel matters, collective bargaining strategy, or other sensitive matters.

4.9 The Local Board shall not take any action contrary to any resolution passed by a majority of the members voting at any membership meeting at which at least 30% of the Local members were present in person. The Local Board may submit any membership meeting resolution to a secret-ballot mail or electronic referendum of the membership.

5 Elections, Eligibility and Vacancies

5.1 The nomination and election of Local officers, Local Board members, National Board members, and delegates to the SAG-AFTRA Convention shall be conducted on a schedule established by the SAG-AFTRA National Board and in accordance with the SAG-AFTRA Constitution and election policies and procedures adopted by the SAG-AFTRA National Board. Where nomination petitions are permitted, a petition shall require no fewer than five (5) signatures of members of good standing of the Local.

5.2 The Local Board shall establish a Local Elections Committee to oversee all nomination procedures and elections consistent with the SAG-AFTRA Constitution and SAG-AFTRA policies and procedures. The decision of the Local Elections Committee on all election matters shall be final. The Local Board may adopt additional election procedures governing the conduct of nominations and elections, consistent with SAG-AFTRA policies and subject to approval by the SAG-AFTRA National Board.

5.3 To be eligible to serve as an officer or member of the Local Board, a member must have been a member in good standing, as defined by the SAG-AFTRA Constitution, of the Local for the twelve (12) months prior to nomination, and must remain in good standing during his or her term of office.

5.4 Any vacancies in Local officer and Local Board positions shall be filled from the Local membership by a majority of the Local Board members voting at any Local Board meeting, except that the Vice President shall succeed the President until the next meeting of the Local Board. All replacements shall serve until their successors are elected.

5.5 A permanent vacancy arises upon the death or resignation of the person holding the position, or if the position remains unfilled in any election. In addition, the Local Board may declare that a position is permanently vacant if the person holding the position fails to appear at three consecutive Local Board meetings without good cause.

5.6 Local Officers and members of the Local Board must adhere to the good standing and eligibility requirements set forth in Article VII of the SAG-AFTRA Constitution throughout their elected or appointed term of office in accordance with policies and procedures established by the National Board. Failure to maintain good standing shall disqualify the member from attending meetings or voting until he or she returns to good standing. Failure to maintain eligibility for any other reason shall create a permanent vacancy.

6 Collective Bargaining Agreements

6.1 All Local collective bargaining agreements and amendments shall be ratified by majority vote of the members affected thereby and voting thereon. Such vote shall be conducted either in an electronic or mail referendum or in any meeting called for that purpose, subject to approval by the Local Board and final approval by the SAG-AFTRA National Board or its designee. The Local Board may approve waivers and minor amendments to such agreements, subject to policies and procedures established by the SAG-AFTRA National Board or its designee.

6.2 With the approval by the SAG-AFTRA National Board or its designee, the Local Board may call a strike in connection with any dispute with an employer upon a vote by seventy-five percent (75%) of the members affected thereby voting at any meeting called for that purpose or in a mail or electronic referendum.

7 Relationship to SAG-AFTRA

7.1 This Local is an integral part of SAG-AFTRA and all of its assets and properties of whatever kind and nature and wherever located shall be deemed the property of SAG-AFTRA. The Local may not disaffiliate from SAG-AFTRA or be dissolved by vote of its members without the prior approval of the SAG-AFTRA National Board.

7.2 All of the terms and provisions of the SAG-AFTRA Constitution, and any of its amendments, shall be deemed part of this Local Constitution. In the event of any conflict between this Local Constitution and the SAG-AFTRA Constitution, the SAG-AFTRA Constitution shall control.

7.3 The Local may take no action in contravention of the policies and procedures and rules and regulations adopted by the SAG-AFTRA National Board.

7.4 To the extent that this Constitution, any Local rules, policies or procedures, conflict with any provision of the SAG-AFTRA Constitution, any amendment thereto, or any SAG-AFTRA rules, policies or procedures, this Constitution, or any Local rules, policies or procedures shall be deemed to have been automatically amended to conform therewith.

8 Amendments

8.1 Subject to final approval by the SAG-AFTRA National Board, the Local membership may amend this Constitution by a vote of two-thirds (2/3) of the members voting at any membership meeting, or by majority vote of the members voting in a mail or electronic referendum directed by the Local Board. Written or electronic notice shall be given to the members at least thirty (30) days in advance and shall contain a summary description of the proposed amendments. At the same time, notice containing the actual proposed language shall be posted in the Local's office (if one exists) and published on its website or page.

8.2 Amendments may be proposed by a majority vote of the members voting at a membership meeting, by the Local Board, or by petition signed by no less than one-third (1/3) of the Local's members filed with the President of the Local or his or her designee. Such proposed amendments shall be voted on at the next membership meeting except that in the case of a petition, such meeting shall be at least thirty (30) days after the filing of the petition.

9 Miscellaneous

9.1 Robert's Rules of Order Newly Revised shall govern the conduct of all meetings.

9.2 Any reference to President, officer, or Board member shall include any co-President, co-Officer or co-Board member provided for under the Merger Agreement between AFTRA and SAG.