

AGMA

AMERICAN GUILD *of* MUSICAL ARTISTS

Board of Governors Revision

CONSTITUTION

AND

BYLAWS

TABLE OF CONTENTS

	<u>Page</u>
PREAMBLE	ii
ARTICLE I. Name and Principal Office	1
ARTICLE II. Justice and Equality.....	1
ARTICLE III. Membership	1
ARTICLE IV. Classification.....	1
ARTICLE V. Application for Membership.....	3
ARTICLE VI. Board of Governors	3
ARTICLE VII. National Officers	6
ARTICLE VIII. Standing and Area Committees.....	9
ARTICLE IX. Discipline of Members	15
ARTICLE X. Convention.....	16
ARTICLE XI. Nomination and Election	18
ARTICLE XII. Referenda.....	24
ARTICLE XIII. Dues, Initiation Fees and Assessments	24
ARTICLE XIV. Collective Bargaining.....	26
ARTICLE XV. Notices	26
ARTICLE XVI. Affiliation.....	27
ARTICLE XVII. Member Contracts.....	27
ARTICLE XVIII. Claims of Members	27
ARTICLE XIX. Amendments	28
ARTICLE XX. Real Estate	29
ARTICLE XXI. Dissolution	29
ARTICLE XXII. Rules of Order	29

AMERICAN GUILD OF MUSICAL ARTISTS, INC.

PREAMBLE

We are AGMA.

We are singers, dancers, actors, stage directors, stage managers, choreographers, and other professional artists who create and perform opera, dance, and choral and concert productions across the United States.

We come together in union, harnessing our collective strength, as we stand in solidarity with our fellow Artists. We call, with one voice, for dignity, respect, and justice in our workplaces; for safe studios, rehearsal rooms, and theaters; and for compensation and benefits that value our labor and enable us to create works of art that delight, entertain, comfort, and inspire audiences throughout the world.

AGMA is a union founded in hope, premised on the fundamental truth that Artists, like all workers, are stronger together. Tempered through trial, AGMA members have fought together and won, establishing industry standards that have protected, supported, and uplifted generations of Artists. As AGMA members, we are part of this legacy of unionism and activism, beneficiaries of the courage and perseverance of the leaders who came before us and stewards for the Artists who will one day follow in our footsteps.

Our union is and will be a force for good, in our industries and in the wider world. We will continue to fight for our fellow Artists and, in so doing, ensure the future of the Arts in our nation. We will combat hatred, discrimination, and injustice, working together to eliminate racism, sexism, and discrimination from our workplaces and our communities. We will live and act in the belief that our collective efforts can have a meaningful impact on our profession, our lives, and our shared universe. We stand together in solidarity, as part of a larger labor movement, pushing toward a brighter, equal, and just future for all Artists and workers.

We are AGMA.

ARTICLE I. Name and Principal Office

The name of this corporation shall be AMERICAN GUILD OF MUSICAL ARTISTS, INC. Its seal shall bear the name of the Guild and the year of organization. Its principal office shall be located in the Borough of Manhattan, City and State of New York, provided however that the location of the principal office may be changed by a three-fourths ($\frac{3}{4}$) vote of the Board of Governors.

ARTICLE II. Justice and Equality

Section 1. It shall be the national policy of the Guild that all workers, including all members of the Guild, have an absolute right to a working environment free from sexual harassment, racism, and discrimination based on any protected characteristic.

Section 2. While the provision of an equal and just workplace is ultimately the responsibility of the signatory employers of the Guild, AGMA will hold our employers accountable to ensure that they provide the members of the Guild with a discrimination and harassment free work environment.

Section 3. Where appropriate, AGMA will work with our employers, with industry groups, with our sister unions, and with individuals to combat systemic sexism, racism, and all other forms of discrimination.

ARTICLE III. Membership

Any person who works, has worked or is about to work under an AGMA collective bargaining agreement shall be eligible for membership.

ARTICLE IV. Classification

Section 1. Active member in good standing. An active member in good standing is an AGMA member who: (1) works, has worked, or is about to work under an AGMA collective bargaining agreement; (2) in accordance with the Bylaws and policies adopted by the Board, is current and paid up on annual dues, installments on a payment plan for initiation fees, or any other levies or assessments properly issued by the Guild; and (3) is not subject to suspension or other discipline properly issued by the Guild. The term “active member in good standing” shall include Charter Members and Active Life Members for Distinguished Service, provided such members are current and paid up on any required dues, payments, levies, or assessments. Only active members in good standing shall be entitled to all of the rights and privileges of membership in the Union, including attending Union meetings and participating in Union elections.

Section 2. Active member categories.

a. Employment Categories. Active members shall be divided into seven (7) Employment Categories: (1) Choreographers and their associates, (2) Chorus Members, (3)

Dancers, (4) Solo Singers, (5) Staff Performers and Actors, (6) Stage Directors, including Intimacy Directors and Fight Directors, and (7) Stage Managers. The Board shall have the authority to create additional or different employment categories as it deems appropriate.

b. Other Categories.

1. Charter Members: All Life Members in good standing on February 1, 1938, and all members in good standing who signed the original Constitution of the Guild, shall be Charter Members.

2. Active Life Member for Distinguished Service to AGMA: Any active member of AGMA who has served as an Officer and/or Member of the Board of Governors for no fewer than twelve (12) years, or any member who in the opinion of the Board of Governors has performed a qualifying distinguished service to AGMA, shall be entitled to be classified as an "Active Life Member for Distinguished Service to AGMA."

Section 3. Non-voting membership categories.

a. The Board of Governors may authorize the creation of non-voting membership categories for individuals who wish to join AGMA but would not otherwise fulfill the requirements necessary to become an active member. The Board of Governors is authorized to determine all privileges and responsibilities of non-voting membership categories through AGMA's Bylaws and Board resolutions. No member who works, has worked, or is about to work under an AGMA collective bargaining agreement may become a non-voting member. No non-voting member shall be entitled to the rights and privileges of membership in the Union, including attending Union meetings and participating in Union elections.

b. *Honorary Membership.* Honorary members are persons who have rendered distinguished services to the Guild or to the profession, or persons in sympathy with the objects and purposes of the Guild and having no business or association antagonistic thereto, or any other who in the opinion of the Board should be admitted to such membership, may be eligible for Honorary Membership.

Section 4. Change of Classifications. The Board of Governors, with the subsequent approval of the Guild given at the next annual or special Convention or given by referendum vote of the membership, may: 1) alter, reclassify, change, or enlarge the membership classifications set forth in Section 2 and Section 3 of this Article; and 2) define the qualifications for membership of present members and/or persons becoming members in any present, changed, new or additional classes.

Section 5. Rights of Members. Only active members in good standing shall have any interest vested or otherwise, in any of the rights or property of the Guild.

Section 6. Termination. In the event of the termination of any membership by resignation, expulsion, or any other cause, the right of the former member in and to any properties or assets of the Guild shall cease.

ARTICLE V. Application for Membership

A prospective eligible person who wishes to join the Guild must first complete and sign a membership application. The application shall provide that the prospective member agrees to be bound by the Constitution and Bylaws of the Guild and future amendments lawfully made to the Constitution and Bylaws, and to any rules, regulations or orders of the Guild. Membership applications may be signed and processed electronically.

ARTICLE VI. Board of Governors

Section 1. General Authority. The general management, direction and control of the affairs, funds and properties of the Guild, and the determination of the relations and obligations of members to the Guild, and of the Guild to its members, and of members as such to one another, and of the basic relations between members and managers, employers, contractors, agents, impresarios, and others whose activities affect the members, except as they are expressly limited and/or controlled by the Constitution and Bylaws, shall be vested in the Board of Governors.

Section 2. Specific Authority. In addition to the general authority specified in Section 1 of this Article, the Board shall have the following specific authority:

- a. To interpret and enforce this Constitution;
- b. To establish Union policy and adopt Union Bylaws;
- c. To oversee the preparation of an annual audit and adopt the Union's annual budget;
- d. To approve collective bargaining agreements and waivers;
- e. To call a strike pursuant to the procedures set forth in Article XIV, Section 3;
- f. To order a membership referendum in accordance with the procedures set forth in Article XII;
- g. To make all decisions regarding the employment of a National Executive Director, including hiring, discharging, establishing a procedure for evaluating the National Executive Director's performance, and establishing the National Executive Director's compensation;
- h. To establish the Union's public policy agenda, strategic plan, and organizing strategy;
- i. To exercise the Union's appointment and removal powers with respect to representatives of all organizations in which the Union participates including, but not limited to, appointing and removing the Union trustees on the AGMA benefit funds;
- j. To propose Constitutional amendments and recommend increases in dues for the membership's and Convention's consideration;

k. To establish committees and subcommittees, and approve the appointment of committee members;

l. To hear and determine appeals from charges against any member in accordance with the procedures set forth in Article IX and policies adopted by the Board of Governors;

m. To issue regulations governing agents and managers who represent AGMA members and establish standards of conduct for such agents and managers; and

n. To delegate its authority to the Executive Council, except that the following matters designated in this Section may not be delegable: 2(a) (interpreting and enforcing this Constitution); 2(b) (establishing policy and adopting Bylaws); (c) (adopting the annual budget); (f) (ordering a membership referendum).

Section 3. Composition and Size.

a. The Board shall be comprised of the National Officers of the Union, as set forth in Article VII, Section 1 and members elected in accordance with the procedures described in Article XI of the Constitution.

b. The Board shall consist of 75 Employment Category Governors, and ten (10) At-Large Governors in addition to the National Officers.

Section 4. Elections. One-half ($\frac{1}{2}$) of the Board shall be elected biennially to hold office for four (4)-year terms in accordance with procedures established in Article XI.

Section 5. Vacancies in Office.

a. A permanent vacancy on the Board shall occur upon the resignation, death, or removal of a Board member, or when a Board member fails to maintain their good standing status and/or other eligibility requirements in accordance with Article XI, Section 1(b)(2).

b. Such permanent vacancy shall be filled by the Board. The member selected to hold office shall serve until the next biennial election of Board members, at which time a permanent replacement shall be elected to serve the balance of the unexpired term, if any.

Section 6. Quorum and Voting.

a. Quorum. A quorum for meetings of the Board shall be as established in the Bylaws, but in no event shall it be less than thirty-five (35) members of the Board.

b. Voting. A member of the Board unable to attend a Board meeting may designate another member of the Board to hold their proxy in accordance with procedures set forth in the Bylaws and policies adopted by the Board, provided that no Board member may hold more than two (2) proxies in any Board meeting.

Section 7. Meetings.

a. Time and Location of Meetings.

1. The Board shall meet as frequently as established in Article II, Section 1 of the Bylaws. The Board shall establish the dates and locations of its meetings, provided that the National Executive Director, in consultation with the President, or the Executive Council, may change the date or location of a Board meeting if circumstances warrant.

2. Board members may attend Board meetings in the AGMA office(s) or participate by conference call, video conference, or other equivalent technology. Board Members who are participating virtually shall be considered to be physically present at the meeting, counted in the quorum, and shall be entitled to vote and otherwise participate on the same basis as those physically present in the room where the Board is meeting.

b. Notice. Notice of all regular Board meetings shall be sent to all Board members at least ten (10) days in advance of the meeting. Notice of any change in the date of a Board meeting shall be provided to Board members as soon as practicable.

c. Poll in Lieu of Meeting.

1. The National Executive Director may conduct an electronic poll of the Board of Governors if the President or Executive Council determines that a time-sensitive matter requires immediate attention.

2. The Board of Governors' decision in a poll shall be effective immediately.

d. Special Meetings.

1. Special Meetings of the Board of Governors may be called at any time by:

- (a) The President, in consultation with the National Executive Director;
- (b) The Executive Council;
- (c) Thirty-five (35) members of the Board;
- (d) The National Executive Director; or
- (e) The Geographic Area Committees.

2. Written or electronic notice of a special meeting shall be sent to each member of the Board of Governors 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.

Section 8. Limitations on Individual Action.

a. Individual Board members shall have no authority to speak or act on behalf of the Union unless specifically designated by the Board or Executive Council to do so.

- b. No individual Board member(s) may incur any indebtedness on behalf of the Board.

Section 9. Recall and Removal of a Board Member for Serious Misconduct.

a. A petition seeking removal of a member of the Board of Governors for serious misconduct may be filed with the National Executive Director by ten percent (10%) of the active members in good standing. The petition must be accompanied by written charges describing the serious misconduct, not to exceed 500 words. The National Executive Director shall email or mail the charges to the Board member in question.

b. The Board of Governors, or a hearing committee appointed by the Board, shall investigate the charges and may dismiss them if they lack substantial merit or evidence in support. If the charges are not dismissed, the Board of Governors or hearing committee shall set a hearing date and give the Board member at least fifteen (15) days' written notice of the date, time, and place of the hearing. The hearing shall be held before the Board of Governors or the hearing committee, as determined by the Board of Governors. The Board member charged, as well as the Board member designated to prosecute the charges, shall have a right to be represented at the hearing by an active member in good standing.

c. The Board of Governors or hearing committee appointed by the Board shall issue a written decision following the hearing. A hearing committee's decision to remove a Board member shall be considered to be a recommendation to the Board of Governors or to an appeals committee designated by the Board. A decision by the appeals committee to uphold the recommendation of the hearing committee is appealable to the Board of Governors. A two-thirds ($\frac{2}{3}$) vote of the Board members voting shall be required to remove the Board member in question. The decision of the Board of Governors shall be final and binding.

d. Any member of the Board of Governors may also seek the removal of a member of the Board by filing charges alleging serious misconduct. The charges will be handled in accordance with the process outlined in subparagraphs (a) through (c), above.

e. Upon notice to the affected member, the Board of Governors may order the removal, without the necessity of a hearing, of any member of the Board who has failed, without adequate justification, to attend at least six (6) Board Meetings within any twelve (12) month period of their term. A two-thirds ($\frac{2}{3}$) vote of the Board members voting shall be necessary to effectuate such removal.

ARTICLE VII. National Officers

Section 1. National Officer Positions.

The officers of the Guild shall consist of a President, Secretary-Treasurer, and the following Employment Category and Regional Vice Presidents:

- a. Employment Category Vice Presidents:
 - 1. Choristers, Actors, and Staff Performers Vice President;
 - 2. Dancers Vice President;

3. Solo Singers Vice President;
4. Stage Directors, Choreographers, Stage Managers and their Assistants and Associates Vice President.

b. Regional Vice Presidents:

1. Eastern/Southern Regional Vice President;
2. Central Regional Vice President;
3. New York City Metropolitan Area Vice President; and
4. Western Regional Vice President.

Section 2. Authority and Duties of the President.

a. The President shall be the chief elected officer of the Guild and shall be charged with carrying out the policies established by the Board of Governors.

b. The President shall preside at meetings of the Board of Governors, Executive Council, Committee on Committees, National Convention, and National, Regional and Leadership Conferences. The President may not serve as the Chair of any standing committee set forth in Article VIII, Sections 3, 4, 5, 6 and 8, provided, however, that the President will serve as the Chair of the Executive Council.

c. The President shall be a non-voting member of the Personnel Committee. While in office, the President may not concurrently serve as the Chair or Vice Chair of an AGMA Regional Area Committee, Shop Negotiating Committee or Shop Organizing Committee.

d. The President shall have the authority to delegate duties and responsibilities to other elected officials of the Guild in accordance with the Constitution and Guild policies.

e. The President shall have such other powers and perform such duties as the Board of Governors may determine.

Section 3. Authority and Duties of the Secretary-Treasurer.

a. The Secretary-Treasurer shall be the primary elected officer responsible for the general financial administration of the Union, including overseeing the Union's funds, assets, and fiscal records.

b. The Secretary-Treasurer shall serve as the chair of the Finance and Budget Committee.

c. The Secretary-Treasurer shall cause an annual audit to be presented to the Board of Governors.

d. The Secretary-Treasurer shall cause an annual budget to be prepared for the Union in line with modern budgetary and accounting principles for presentation to and approval by the Board of Governors.

e. The Secretary-Treasurer shall also be the chief elected officer responsible for the books and records of the Union, including the minutes of the meetings of the Board of Governors, the Executive Council, and the Convention.

f. The Secretary-Treasurer shall have such other powers and perform such other duties as the Board of Governors may determine.

g. In case of the absence, or inability to act, of the President, the Secretary-Treasurer shall discharge the duties of the President until the next meeting of the Board of Governors, at which time an interim President shall be elected from among the National Officers to serve until the next regularly-scheduled election. If such election is not a regularly-scheduled Officer election, the election shall be to fill the President's unexpired term.

Section 4. Authority and Duties of the Vice Presidents.

The Vice Presidents shall have such powers and perform such duties as the Board of Governors may determine.

Section 5. Recall and Removal of a National Officer for Serious Misconduct.

a. A petition seeking removal of a National Officer for serious misconduct may be filed with the National Executive Director by fifteen percent (15%) of the active members in good standing. The petition must be accompanied by written charges, not to exceed 500 words, describing the serious misconduct. The National Executive Director shall email or mail the charges to the Officer in question.

b. The Board of Governors, or a hearing committee appointed by the Board, shall investigate the charges and may dismiss them if they lack substantial merit or evidence in support. If the charges are not dismissed, the Board of Governors or hearing committee shall set a hearing date and give the National Officer at least fifteen (15) days' written notice of the date, time and place of the hearing. The hearing shall be before the Board of Governors or the hearing committee, as determined by the Board of Governors. The National Officer charged and the Board member prosecuting the charges shall have a right to be represented at the hearing by an active member in good standing.

c. The Board of Governors or hearing committee appointed by the Board shall issue a written decision following the hearing. A hearing committee's decision to remove a National Officer shall be considered to be a recommendation to the Board of Governors or to an appeals committee designated by the Board. A decision by the appeals committee to uphold the recommendation of the hearing committee is appealable to the Board of Governors. A two-thirds ($\frac{2}{3}$) vote of the Board members voting shall be required to remove the National Officer in question. The decision of the Board of Governors shall be final and binding.

d. Any member of the Board of Governors may also seek the removal of a National Officer by filing charges alleging serious misconduct. The charges will be handled in accordance with the process outlined in subparagraphs (a) through (c), above.

ARTICLE VIII. Standing and Area Committees

Section 1. Executive Council

a. **Composition and Size.** The Board of Governors shall establish an Executive Council consisting of the National Officers and nine (9) members of the Board of Governors.

b. **Authority and Duties.**

1. The Executive Council shall assist the Board of Governors in discharging its constitutional responsibilities for the “general management, direction and control of the affairs, funds and properties” of AGMA. While reserving the right to exercise all powers granted it by AGMA’s Constitution, as well as the right to modify or reverse decisions made by the Executive Council, the Board delegates the following authority to the Executive Council:

- (a) To act for the Board of Governors on matters that require immediate attention in intervals between meetings of the Board;
- (b) To make recommendations to the Board;
- (c) To help establish priorities for AGMA;
- (d) To facilitate the coordination of work among the Board’s Committees;
- (e) To oversee and evaluate the work of the National Executive Director;
- (f) To work closely with the National Executive Director to ensure the implementation of Board decisions;
- (g) To initiate long-range planning for AGMA; and
- (h) To carry out such other duties as may be specifically assigned by the Board.

2. At each meeting of the Board of Governors, the Executive Council shall report on actions that it has taken since the previous Board meeting.

3. The Executive Council shall not revoke or contravene any decision or resolution of the Board, take any action with respect to matters within the exclusive authority of the Board or Convention, interpret the Constitution, take any action that violates the Constitution or any policy adopted by the Convention or Board of Governors, or take any action that establishes any new policy not previously approved by the Convention or Board.

c. Selection of Non-Officer Executive Council members. The non-Officer members of the Executive Council shall be elected no later than the second Board meeting following the biennial election of Officers and Board members in accordance with the procedures and policies set forth in the Bylaws and in policies adopted by the Board.

d. Term. Members of the Executive Council shall serve until their successors are elected, except that a member shall no longer serve on the Executive Council if they cease to be a member of the Board or an Officer of the Union (if they had served on the Executive Council by virtue of their Officer position). Members of the Executive Council may serve consecutive terms.

e. Meetings.

1. The Executive Council shall meet regularly at such time and place, including by teleconference, video conference, or other equivalent technology, as the President or National Executive Director determines.

2. In the event that any of the following determines that a matter requires immediate attention, the Executive Council may act by telephonic or electronic poll:

- (a) The President, in consultation with the National Executive Director, or
- (b) A majority of the Executive Council.

In order to adopt any action in a telephonic or electronic poll, a majority of the members of the Executive Council must have voted. If an action is approved, it shall be effective immediately, provided, however, that the Executive Council must act in a meeting, rather than by poll, if any member of the Executive Council requests that it do so.

3. Special meetings of the Executive Council may be called on no less than twenty-four (24) hours telephonic or electronic notice by:

- (a) The President, in consultation with the National Executive Director, or
- (b) A majority of the Executive Council.

f. Voting. Proxy voting shall not be permitted.

g. Permanent Vacancies. If a seat on the Executive Council, other than one held by a National Officer, becomes vacant, the Board shall elect a replacement in accordance with the nomination and election procedures in subparagraph (c), above.

Section 2. Area Committees.

a. Composition and Size.

1. The Board of Governors shall be empowered to provide for the election, by secret ballot, of an Area Committee in each geographical Area as set forth in the Bylaws or policies adopted by the Board of Governors.

2. Each Area Committee shall be comprised of at least five (5) members, including an Area Chair and Area Vice Chair. The Area Committee Chair and Area Committee Vice Chair, by virtue of holding those positions, are members of the Area Committee.

3. Every Area Committee must include a member from each employment category provided that there is a member willing to serve from each employment category.

b. Duties and Responsibilities. Each Area Committee shall have the following duties and responsibilities:

1. Hold meetings and provide AGMA members within a geographic Area with the opportunity to discuss issues of concern;

2. Facilitate communication, including concerning collective bargaining negotiations, between the members within the geographic Area and the AGMA National Office and Board of Governors;

3. In consultation with assigned staff, communicate with members within a geographic Area on developments with signatory companies and information relevant to members' careers as performing artists;

4. Report to the Board as necessary on regional Area issues;

5. Provide input on collective bargaining agreements, side letters, and waivers; and

6. Perform such other functions as the Board may, in its discretion, delegate to the Area Committees.

c. Election of Area Committee Members.

1. Area Committee elections shall take place as set forth in the Bylaws and policies adopted by the Board of Governors.

2. The members in each geographic Area shall elect the Area Committee members by secret ballot election in accordance with policies established by the Board of Governors.

3. Any active member in good standing who resides in a geographic Area *and* has worked under at least one AGMA collective bargaining agreement *or* who has worked under an AGMA collective bargaining agreement in the geographic Area in at least two (2) of the four (4) years preceding nominations is eligible to run for a

seat on the Area Committee. An active member in good standing who has resided in a geographic Area for at least one (1) year preceding nomination *and* who has worked under at least one (1) AGMA collective bargaining agreement in the Area *or* who has worked under an AGMA collective bargaining agreement in the geographic Area in at least two (2) of the four (4) years preceding nominations is eligible to run for the Area Committee Chair and Vice Chair.

d. Meetings.

1. Area Committees will hold membership meetings at least annually, at a time and location announced at least four (4) weeks in advance of the meeting.

2. Special meetings may be called by the Area Committee Chair, by the National Executive Director at the request of the AGMA President, at the written request of a majority of the members of the Board of Governors representing the geographic Area, or at the written request of ten percent (10%) of the active members in good standing in the geographic Area. Except in emergency circumstances, which require twenty-four (24) hours' notice, special meetings will be called on no less than two (2) weeks' notice to the active members in good standing in the geographic Area.

3. Area Committees will allow members to participate in Area meetings by teleconference, videoconference, or equivalent technology.

4. Area Committees will submit a report to the Board of Governors after each membership meeting.

e. Quorum. A majority of the Area Committee members shall constitute a quorum at an Area Committee meeting.

f. Term. Members of the Area Committees shall serve for a term of two (2) years.

g. Vacancies. If a seat on the Area Committee becomes vacant, the Committee shall appoint a replacement.

Section 3. Finance and Budget Committee.

a. Composition and Size. The Board of Governors shall establish a Finance and Budget Committee comprised of fifteen (15) members, with a minimum of six (6) members from outside New York. The Secretary-Treasurer shall serve as the Chair of the Committee, and the Committee shall elect a Vice Chair.

b. Quorum. A majority of the Finance and Budget Committee shall constitute a quorum.

c. Scope of Authority and Duties. The Finance and Budget Committee shall act in accordance with the authority delegated to it by the Board of Governors and policies adopted by the Board. The Committee shall review and make recommendations to the Board on financial and budgetary issues, prepare and monitor the annual budget, and review the annual

audit report. The Committee may initiate and bring recommendations to the Board or the Executive Council for their consideration and approval.

d. Term. Members of the Finance and Budget Committee shall serve until their successors are appointed by the Board of Governors at the first Board meeting following the biennial election.

e. Vacancies. If a seat on the Finance and Budget Committee becomes vacant, the Board of Governors shall appoint a replacement.

Section 4. Administration and Policy Committee.

a. Composition and Size. The Board of Governors shall establish an Administration and Policy Committee comprised of no more than fifteen (15) members, with a minimum of six (6) members from outside New York. The Chair and Vice Chair shall be elected by the Committee.

b. Scope of Authority and Duties. The Administration and Policy Committee shall be responsible for reviewing and recommending policies to the Board.

c. Quorum. A majority of the Administration and Policy Committee shall constitute a quorum.

d. Term. The members of the Administration and Policy Committee shall serve until their successors are appointed by the Board of Governors at the first Board meeting following the biennial election.

e. Vacancies. If a seat on the Administration and Policy Committee becomes vacant, the Board of Governors shall appoint a replacement.

Section 5. Work Rules and Contracts Committee.

a. Composition and Size. The Board of Governors shall establish a Work Rules and Contract Committee comprised of no more than eighteen (18) members, with at least two (2) members from each of the member employment categories provided that there are two (2) members from each employment category willing to serve. The Chair and Vice Chair shall be elected by the Committee.

b. Quorum. A majority of the Work Rules and Contract Committee shall constitute a quorum.

c. Scope of Authority and Duties. The Work Rules and Contract Committee shall have the authority to review and make recommendations on contractual waivers, grievances, proposed contracts, work rules, health and safety issues, and contractual standards.

d. Term. Members of the Work Rules and Contract Committee shall serve until their successors are appointed by the Board of Governors at the first Board meeting following the biennial election.

e. Vacancies. If a seat on the Work Rules and Contract Committee becomes vacant, the Board of Governors shall appoint a replacement.

Section 6. Membership and Member Relations Committee.

a. Composition and Size. The Board of Governors shall establish a Membership and Member Relations Committee. The Committee shall be comprised of no more than twenty-two (22) members, with a minimum of one (1) from each geographic Area. The Committee shall elect a Chair and Vice Chair.

b. Quorum. A majority of the Membership and Member Relations Committee shall constitute a quorum.

c. Scope of Authority and Duties. The Membership and Member Relations Committee shall be responsible for overseeing the Union's communication strategy, including having editorial oversight of National AGMA publications, ensuring distribution of an AGMA directory, receiving and reviewing reports from Company Delegates, approving the creation of and overseeing AGMA caucuses, overseeing recruitment strategies, referring member complaints, and receiving and reviewing reports from Area Committees.

d. Term. Members of the Membership and Member Relations Committee shall serve until their successors are appointed by the Board of Governors at the first Board meeting following the biennial election.

e. Vacancies. If a seat on the Membership and Member Relations Committee becomes vacant, the Board of Governors shall appoint a replacement.

Section 7. Committee on Committees.

a. Composition and Size. The Board of Governors shall establish a Committee on Committees, which shall be comprised of the President, who shall serve as the Chair, and the Chairs of the Area Committees.

b. Quorum. A majority of the Committee on Committees shall constitute a quorum.

c. Scope of Authority and Duties. The Committee on Committees shall make recommendations on the membership of all committees, including non-standing committees and sub-committees, and the establishment of temporary committees, as well as replacements on the Board of Governors.

d. Term. Members of the Committee on Committees shall serve until their successors are appointed by the Board of Governors at the first Board meeting following the biennial election.

e. Vacancies. If a seat on the Committee on Committees becomes vacant, the vacancy shall be filled by the person who replaced the Area Chair who vacated their seat.

Section 8. Personnel Committee.

a. **Composition and Size.** The Board of Governors shall establish a Personnel Committee comprised of five (5) members who are serving on the Administration and Policy or Finance and Budget Committees. Members of the Personnel Committee should be familiar with AGMA's administrative structure, finances, staff, and negotiations process. At least two (2) members of the Committee shall reside outside of the New York Area and at least two (2) members shall reside within the New York Area. AGMA's President and National Executive Director shall serve as non-voting.

b. **Quorum.** Four (4) of the five (5) voting members on the Personnel Committee shall constitute a quorum.

c. **Scope of Authority and Duties.** The Personnel Committee shall have the authority to make recommendations to the National Executive Director on personnel issues.

d. **Term.** Members of the Personnel Committee shall serve until their successors are appointed by the Board of Governors at the first Board meeting following the biennial election.

e. **Vacancies.** If a seat on the Personnel Committee becomes vacant, the Board of Governors shall appoint a replacement.

ARTICLE IX. Discipline of Members

Section 1. **Basis for Discipline.** In accordance with policies and procedures established by the Board of Governors, any member may be disciplined, reprimanded, censured, fined, suspended, or expelled from membership in the Union for any of the following offenses:

a. Violation of any of the provisions of this Constitution, the Bylaws, or policies adopted by the Union;

b. Engaging in actions antagonistic or prejudicial to the interests or integrity of the Union or any of its members; or

c. Working for a non-signatory employer in the jurisdiction of another union affiliated with the Associated Actors and Artistes of America in violation of a do not work order or lawful strike.

Section 2. **Procedure for Discipline.**

a. An active member in good standing may file written charges against any member based on any of the offenses set forth in this Article. The charges must include a factual description of the conduct underlying the alleged violation.

b. Charges must be filed with the National Executive Director of AGMA within forty-five (45) calendar days of *either* the event giving rise to charges *or* when the charging party knew or should have known of the event giving rise to the charges. The Hearing Panel may waive forty-five (45)-day limitation for filing a charge upon a showing of good and sufficient cause by the charging party. If the events giving rise to the charges are the subject of an

investigation by an Employer and/or AGMA, the time for filing a charge shall be tolled (i.e., held in abeyance) until the Employer and/or AGMA completes its investigation.

c. The Board of Governors, or a Hearing Panel appointed by the Board, 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 if the evidence is insufficient to establish that the charges should proceed to a hearing.

d. Unless the charges are dismissed pursuant to subparagraph (c), above, the National Executive Director shall give written or electronic notice to the member or members charged, attaching a copy of the charges and setting a hearing date at least fifteen (15) days in advance.

e. Prior to a hearing before a Hearing Panel, the Board of Governors or its designee may designate a representative to meet with a member who has been charged, as well as the charging party, and offer a resolution to the charges that, if the charged member accepts, would be final and binding. If the charged member does not accept the offer, the charges will be referred to a Hearing Panel, as described below.

f. The Hearing Panel designated by the Board of Governors shall hear and determine the charges. At the hearing, both the charged and charging parties shall have the opportunity to present evidence and testimony. Both parties may have an active member in good standing assist them. Unless the Hearing Panel determines that special circumstances warrant it, neither party may have counsel present at the hearing.

g. The Hearing Panel will issue a written decision and penalty, if any. The decision will be sent to both the charged and charging parties, as well as to the Board of Governors.

Section 3. Appeals of Disciplinary Decisions

a. An appeal of the Hearing Panel's decision may be made, in writing, to the Board of Governors within thirty (30) calendar days from the date of the decision.

b. The Board of Governors, either on its own motion or on the member's appeal, or a Disciplinary Appeals Committee if the Board designates one, will review the Hearing Panel's determination. The Board or Disciplinary Appeals Committee may uphold, dismiss, or modify the Hearing Committee's decision. A decision of the Disciplinary Appeals Committee may be appealed to the Board of Governor's within fifteen (15) calendar days. The decision of the Board shall be considered final and binding, and no member may file an action in court or in an administrative agency until the appeal has been decided.

ARTICLE X. Convention

Section 1. Mechanism for Calling Convention.

a. The Board of Governors shall call a Convention within a reasonable amount of time if it receives a written petition from either: (1) at least twenty percent (20%) of the active members in good standing from each geographic Area; or (2) thirty percent (30%) of the total active members in good standing of the Guild.

b. The Board shall have the authority, by a two-thirds ($\frac{2}{3}$) vote, to call a Convention on its own motion.

Section 2. Time and Place of Convention. The Board shall have the sole authority to determine the time and place of the Convention and may, if it deems it appropriate, determine that the Convention be held virtually.

Section 3. Delegates.

a. Each geographic Area will be entitled to the number of delegates calculated in accordance with policies and procedures adopted by the Board of Governors.

b. Each delegate will be entitled to have the number of votes equal to the number of members in their geographic Area divided by the number of members of their delegation registered and attending Convention.

Section 4. Delegate Composition. Delegates to the Convention shall consist of:

a. Members of the Board of Governors, including National Officers;

b. The Chair of each Area Committee; and

c. Members elected in secret ballot elections held in accordance with policies and procedures adopted by the Board of Governors.

Section 5. Nomination and Election Procedure. Delegates shall be nominated and elected in secret ballot elections in accordance with policies and procedures established by the Board of Governors.

Section 6. Term of Office for Delegates. Delegates shall serve a term of one (1) year.

Section 7. Authority of Convention. The Convention's authority shall include, but shall not be limited to:

a. The adoption of resolutions that have been submitted in writing to the Board at least thirty (30) days prior to Convention or as otherwise provided in policies established by the Board or the Convention;

b. Increasing dues and initiation fees and levying assessments;

c. The approval of Constitutional amendments that have been submitted to the Board at least thirty (30) days prior to the Convention upon a two-thirds ($\frac{2}{3}$) vote of the delegates voting, in accordance with policies and procedures established by the Board.

Section 8. Quorum. A quorum at a Convention shall consist of delegates holding a majority of the votes.

Section 9. Proxy Voting. Proxy Voting shall not be permitted.

Section 10. Procedural Issues.

a. The Board may establish rules and procedures concerning the submission of resolutions and Constitutional amendments, the seating of delegates, and other procedures governing the conduct of the Convention.

b. The National Executive Director shall issue the call to the Convention at least ninety (90) days prior to the commencement of the Convention.

c. Prior to the commencement of the Convention, the Board may appoint the necessary committees to conduct the Convention's activities including, but not limited to, a Credentials Committee, a Resolutions and Constitutional Amendments Committee, and such other delegate committees as the Board deems appropriate.

ARTICLE XI. Nomination and Election

Section 1. Eligibility.

a. Eligibility to Nominate and Vote.

1. All active members in good standing are eligible to nominate candidates for Union office and to vote in AGMA elections.

2. If an active member in good standing is in arrears with regards to dues, installments on a payment plan for an initiation fee, or any other payment due to the Guild, the member must be paid up by March 1 of the election year in order to be eligible to nominate and vote.

b. Eligibility to Run for and Hold Officer and Board of Governors Positions

1. Officers.

(a) Good Standing: To be eligible to serve as an Officer, a member must be an active member in good standing as defined in Article IV, Section 1 for the twenty-four (24) months prior to the date of their nomination.

(b) Age: To be eligible to serve as an Officer, a member must be at least 18 years of age upon taking office.

(c) President and Secretary-Treasurer Employment Requirement: To be eligible to serve as the President or Secretary-Treasurer, a member must have worked under an AGMA collective bargaining agreement within the last five (5) years; *or* worked a total of one hundred (100) weeks under an AGMA collective bargaining agreement(s).

(d) Employment Category Vice Presidents: To be eligible to serve as an Employment Category Vice President as set forth in Article VII,

Section 1(a), a member must have been a declared member of that Employment Category for the twelve (12) months prior to the date of their nomination *and*: (1) must have worked under an AGMA collective bargaining agreement in that Employment Category within the last five (5) years; *or* (2) worked a total of one hundred (100) weeks under an AGMA collective bargaining agreement(s) in that Employment Category.

(e) Regional Vice Presidents: To be eligible to serve as a Regional Vice President, a member must have been a declared member of that Region for the twelve (12) months prior to the date of their nomination *and*: (1) must have worked under an AGMA collective bargaining agreement within the last five (5) years in the Region; *or* (2) worked a total of one hundred (100) weeks under an AGMA collective bargaining agreement(s) in the Region.

2. Board of Governors

(a) Good Standing: To be eligible to serve on the Board of Governors, a member must be an active member in good standing as defined in Article IV, Section 1 for the twelve (12) months prior to the date of their nomination

(b) Age: To be eligible to serve on the Board of Governors, a member must be at least 18 years of age upon taking office.

(c) Employment Category Governor: To be eligible to serve as an Employment Category Governor on the Board, a member must have been a declared member of that Employment Category for the twelve (12) months prior to the date of their nomination *and*: (1) must have worked under an AGMA collective bargaining agreement in that Employment Category within the last five (5) years; *or* (2) worked a total of eighty (80) weeks under an AGMA collective bargaining agreement(s) in that Employment Category. An Employment Category Governor must also be a declared member of the Region for the twelve (12) months prior to the date of their nomination.¹

¹ For purposes of the 2021 election only, the 12-month requirement for being a declared member of an Employment Category and a declared member of a Region, and the requirement of having worked under an AGMA collective bargaining agreement in that Employment Category within the last five (5) years or having worked a total of eighty (80) weeks under an AGMA collective bargaining agreement(s) in that Employment Category will be waived, provided that a candidate must be a declared member of the Employment Category and the Region at the time of nomination.

(d) At-Large Governor: To be eligible to serve as an At-Large Governor on the Board, a member must have been a declared member of the Area for the twelve (12) months prior to the date of their nomination and the member must have worked under an AGMA collective bargaining agreement within the last five (5) years *or* worked a total of eighty (80) weeks under an AGMA collective bargaining agreement(s).²

3. Conflict of Interest. No active member in good standing may serve as an Officer or member of the Board of Governors if they are primarily employed as management or primarily perform the function of management in AGMA's jurisdiction. The term "management" shall be defined as someone who acts primarily and continually in the interests of an employer, rather than in the interests of the members of the Union, including someone who has the authority to hire, fire, or assist in the hiring or firing of other members.

4. AGMA Employees. No employee working for the Union shall be eligible to serve as an Officer or member of the Board of Governors.

Section 2. Nomination and Election Process.

a. General.

1. The Board shall adopt a Nominations and Election Policy to govern the conduct of the nominations and election process.

2. The Board shall appoint an Election Oversight Committee consisting of three (3) to five (5) active members in good standing to oversee the conduct of nominations and election.

3. The Board shall retain an independent election supervisor to oversee the balloting process.

b. Nominations.

1. In accordance with policies established by the Board of Governors, candidates for an AGMA Officer position shall be nominated by a petition signed by twenty-five (25) active members in good standing. Candidates for a Board of Governors position shall be nominated by a petition signed by ten (10) active members in good standing.

2. Each nominee shall sign a written statement affirming that they:

² For purposes of the 2021 election only, the 12-month requirement for being a declared member of an Area will be waived, provided that a candidate must be a declared member of the Area at the time of nomination.

- (a) Accept the nomination;
- (b) Consent to serve as an Officer or member of the Board of Governors if elected;
- (c) Will not withdraw as a candidate after nomination; and
- (d) Meet the eligibility requirements of Article XI.

3. Petitions must be submitted to the AGMA National Office by 5:00 pm EST on March 1 of the election year. Should March 1 fall on a Saturday or Sunday of the election year, the date of submission will be moved to the first Monday following March 1.

4. No member may be nominated for or elected to more than one (1) Board and/or Officer position in the same election, provided that a member running for an Officer position may simultaneously run for a position on the Board of Governors and, if elected to both, must resign their seat on the Board of Governors.

c. Elections

1. Elections for the AGMA Board of Governors shall be held every two (2) years. Officer elections shall be held every four (4) years. Members elected in an election year will assume office on June 1 of the election year.³

2. Elections shall be conducted by mail ballot, unless electronic balloting is permitted by the Department of Labor, with ballots mailed or emailed to the last-known home or email 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.

³In order to ensure an orderly transition to the new Constitutional structure, the following transition process will apply: The Census and apportionment of Board of Governors seats by Election Region will begin with the 2021 Board of Governors election. Governors whose terms expire in 2023 will remain in office until that time and be counted in their Election Employment Category and Election Region as set forth in the Constitution.

The total number of seats open for each Election Employment Category in each Election Region in the 2021 Board of Governors election will be determined by taking the total number of seats afforded to each Election Employment Category within each Election Region pursuant to the 2021 census and subtracting from that number the number of Governors in each Election Employment Category in each Election Region whose terms expire in 2023.

Five At-Large Governors will be elected in the 2021 election and five At-Large Governors will be elected in the 2023 election. In 2021, At-Large Governors will be elected from (1) New Orleans/Texas/Oklahoma, (2) Pennsylvania, (3) Northwest, (4) Southern California, and (5) Non-Resident Artists; in 2023, At-Large Governors will be elected from (1) New York; (2) Midwest; (3) New England; (4) Washington/Baltimore; and (5) San Francisco.

All Officers will be elected to four-year terms in 2023.

3. An unopposed candidate shall be deemed elected. Write-in votes shall not be permitted.

4. In the event of a tie for any Officer or Board of Governors position, the winner shall be determined by a neutral, random selection.

d. Census and Allocation of Board Seats.

1. By no later than January 1 of each election year, the National Executive Director and/or their designee will conduct a census of the AGMA membership to determine the percentage of members in each Employment Category and Geographic Region. Members will be counted based on their self-reported Employment Category and their declared place of residence or, if they request, their principal place of business.

2. For purposes of the census and the election of members of the Board of Governors, the Employment Categories set forth in Article IV will be consolidated into four Election Employment Categories:

- (a) Choristers and Actors;
- (b) Dancers;
- (c) Soloists; and
- (d) Staging Staff (Stage Directors, Choreographers and Stage Managers).

3. For purposes of the census and the election of members of the Board of Governors, there shall be four Election Regions:

- (a) New York Region (New York, Northern New Jersey, Connecticut, and any location outside of the fifty states);
- (b) Eastern and Southern Region (Maine, Massachusetts, New Hampshire, Rhode Island, Vermont, Pennsylvania, Southern New Jersey Delaware, Florida, Georgia, Maryland, North Carolina, South Carolina, Virginia, Washington D.C., West Virginia, Alabama, Arkansas, Louisiana, Mississippi, Tennessee, Oklahoma, and Texas);
- (c) Midwestern Region (Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin); and
- (d) Western Region (Arizona, California, Hawaii, New Mexico, Colorado, Nevada, Utah, Alaska, Idaho, Montana, Oregon, Washington, and Wyoming).

4. The Board shall determine the number of Board seats that each Election Region and Election Employment Category, and each Election Employment Category within each Election Region, will have by the following procedure:

(a) The Board will calculate to at least four decimal places the percentage of the total number of active members in good standing nationally that are in Election Region and Election Employment Category, and each Election Employment Category within each Election Region.

(b) The Board will then multiply the percentage by seventy-five (75) to determine to four (4) decimal places the number of whole and fractional Board seats that each Election Region and Election Employment Category, and each Election Employment Category within each Election Region, will receive.

(c) The Board will then round the decimals up or down to the nearest whole number, with decimals at or above .5000 rounded up, and decimals below .5000 rounded down.

(d) If the total number of seats is below seventy-five (75), seats will be allocated based on the highest decimal below .5000 which was rounded down pursuant to Article XI, Section 2(d)(4)(c). If the total number of seats is above seventy-five (75), seats will be removed based on the lowest decimal above .5000 which was rounded up pursuant to Article XI, Section 2(d)(4)(c).

(e) In the event that an Election Employment Category receives fewer seats than the number of seats most closely proportional to its percentage representation among the national membership, the Board will add those seats and allocate them based on the highest decimal below .5000 which was rounded down pursuant to Article XI, Section 2(d)(4)(c). In the event that an Election Employment Category receives more than the number of seats most closely proportional to its percentage representation among the national membership, the Board will subtract those seats based on the lowest decimal above .5000 which was rounded up pursuant to Article XI, Section 2(d)(4)(c).

5. In addition to the seats allocated pursuant to Article XI, Section 4, each Area, duly established by the Board of Governors will have one "At-Large" seat on the Board of Governors. "Non-Resident Artists," as defined in the Bylaws, will be considered an Area solely for election purposes. Election for these "At-Large" seats will be held on a schedule determined by the Board of Governors.

6. The Board shall complete the allocation process and advise the members by January 15 of the election year.

e. Election Protests.

1. Eligibility Protests. Any active member in good standing may challenge the eligibility of a candidate for office in accordance with the Nominations and Election Policy adopted by the Board of Governors.

2. Post-election Protests.

(a) Any post-election protest alleging a violation of the Election Rules, the AGMA Constitution and Bylaws, or applicable law shall be made in writing and sent by email to the National Executive Director within fourteen (14) days of the ballot count. All protests filed after this date shall be deemed waived.

(b) The protest must set forth the exact nature and specification of the alleged violation and a description of how it affected the outcome of the election.

(c) The protestor shall have the burden of establishing a violation and its impact on the election.

3. The Election Oversight Committee appointed by the Board of Governors shall render a 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.

4. The decision of the Election Oversight Committee shall be final and binding and not subject to appeal, and all Election Oversight Committee decisions are presumed valid unless and until the same or another candidate is elected in a rerun election.

ARTICLE XII. Referenda

All votes by referendum shall be by secret ballot in the manner prescribed in the Bylaws or in policies established by the Board of Governors. The Board may, in its discretion, at any time and in any manner, order a referendum vote on any question or measure.

ARTICLE XIII. Dues, Initiation Fees and Assessments

Section 1. General.

a. The financial obligations of members and agency fee payers are due and payable by the due date as provided in this Article and in policies and procedures established by the Board of Governors.

b. Late fees: Any member failing to remit a billed obligation by the due date will be assessed a late payment fee in accordance with policies and procedures established by the Board of Governors.

c. All applications for membership must be accompanied by the prospective member's first installment of dues. The Board may, in its discretion, adopt installment payment plans for the initiation fees.

Section 2. Dues.

a. The Union shall derive its dues income from a combination of (1) Basic Dues and (2) Working Dues for earnings under AGMA collective bargaining agreements.

b. Dues shall be paid to the Union in accordance with policies and procedures established by the Board of Governors.

c. Dues may only be increased by a secret ballot majority vote of active members in good standing voting by referendum or delegates present and attending a Convention.

d. Dues Arrearages

1. Any member who fails to pay their dues or other financial obligation to the Union by the due date, in accordance with the Bylaws and policies and procedures established by the Board of Governors, shall not be considered an active member in good standing. A member who is not an active member 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.

2. The membership of a member who is not an active member in good standing for failure to pay dues shall be automatically terminated in accordance with policies and procedures established by the Board of Governors.

e. Reinstatement After Termination.

1. On application of a member and by special arrangement with the Secretary-Treasurer or their designee, in accordance with personal hardship guidelines established by the Board of Governors, 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.

2. Once restored to active good standing status, a member shall be entitled to all of the rights, privileges and benefits of membership in the Union.

f. Honorable Withdrawal. At the discretion of the Board of Governors, 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 Board of Governors.

Section 3. Initiation Fees.

a. The Union shall charge an initiation fee to persons who become members of the Union in accordance with the Bylaws and policies established by the Board.

b. Initiation fees may only be increased by a majority vote of active members in good standing voting by referendum or delegates present and attending a Convention.

Section 4. Assessments. An assessment may be levied by a majority vote of active members in good standing voting in a secret ballot referendum or the delegates voting at Convention in accordance with the Bylaws and policies established by the Board.

ARTICLE XIV. Collective Bargaining

Section 1. Approval of Collective Bargaining Agreements.

a. All collective bargaining agreements negotiated with an employer shall be presented to the Board of Governors or the Executive Council for ratification. Prior to submission to the Board, a negotiated collective bargaining agreement shall: 1) be approved and recommended by the local negotiating committee; 2) be reviewed and voted on by members of the bargaining unit; and 3) be reviewed by the National Executive Director and/or their designee.

b. Waivers need not be submitted for membership ratification but must be approved by the Board of Governors or the Executive Council.

Section 2. Do Not Work Orders. The Board or the Executive Council may order the members to refrain, for a given time or until further order of the Board under specified conditions or in any manner whatsoever, from working for, dealing with, or having any business or professional relations with, any one or more employers, contractors, agents, managers, impresarios or other persons connected with the business or professional relations of the members.

Section 3. Strike Votes. During the course of a negotiation for a collective bargaining agreement, a local negotiating committee may call for a strike authorization vote which shall, upon twenty-four (24)-hours' notice, be submitted to the AGMA members who worked at the affected signatory company within the previous twelve (12) months and any member with a contract for work within the next twelve (12) months that has been filed with the Union. Strike votes may be conducted electronically and shall be ratified by the Board of Governors or the Executive Council as an emergency action.

ARTICLE XV. Notices

Section 1. Each member is required to file with the Guild a mailing and email address to which all notices may be sent. This address may not be an employer address.

Section 2. Unless otherwise specifically required by this Constitution or by applicable law, the service of all notices may be made upon a member either (1) by delivering the same personally to the member, (2) by mailing the same to the last address filed by them with the Guild, or (3) by email to the email address filed with the Guild.

ARTICLE XVI. Affiliation

The Guild may affiliate with, become a part of, merge into, or make agreements with any other organization or association that has goals, objects, and purposes harmonious with the objects of this Guild, upon such terms, conditions and reciprocal obligations as shall appear by resolution of the Board to be advantageous to the Guild, and may enter into contracts or agreements for cooperation with other groups of artists or employees, with artists engaged in other fields of professional activities, and with such other organizations as the Board may so approve. Any agreement or resolution of merger must be approved by the Board of Governors and ratified by two-thirds ($\frac{2}{3}$) of the Delegates present and voting at a Convention, or by a two-thirds ($\frac{2}{3}$) vote of the active members in good standing voting in a referendum.

ARTICLE XVII. Member Contracts

Section 1. The Guild shall never establish any maximum rates of compensation that may be earned by any member under any collective bargaining agreement.

Section 2. Filed Contracts. All members' contracts filed with the Guild shall be kept confidential.

ARTICLE XVIII. Claims of Members

Section 1. Exclusive Remedy. Unless the Board of Governors, upon application, grants an exemption from the provisions of this Article, the exclusive remedy of a member who asserts a claim against the Guild or any of its representatives shall be as follows:

a. Said claim must be filed with the Board in writing and shall set forth the name and address of the claimant, their status as a member of the Guild, and all the facts and evidence upon which the claimant relies in substantiation of their claim. The claim shall also include duly acknowledged affidavits by the claimant and by their witnesses. The statement of the claim shall also contain any matter or statement of the law which the claimant desires to present, the amount claimed, and any other remedy demanded. Such full disclosure is required in order for the Board to render a decision on the claim.

b. Within thirty (30) days after the statement of claim and affidavits are filed with the Board, the Board shall set a date for the hearing of the claim, giving the claimant at least two (2) weeks' notice of hearing and an opportunity to be heard and present evidence and witnesses. Where the claim is against a representative of the Guild, the Board shall also give such representative at least two (2) weeks' notice of hearing, and an opportunity to be heard and to present evidence and witnesses. The Board must reach a final determination within thirty (30) days after the hearing is closed.

c. If either the claimant or the representative of the Guild (where the claim is against such representative) against whom the claim is being made is dissatisfied with such determination, they may, by filing written notice with the Guild not later than thirty (30) days after the Board's determination, appeal from the determination in either of the following manners:

1. They may appeal to the next annual or special Convention of the Guild. Upon receiving said appeal, the delegates present at such Convention shall, by a majority vote, refer the matter to a committee either appointed by the Convention's presiding officer or the delegates present. The committee shall meet and afford all parties an opportunity to be heard and present their witnesses. After hearing both parties, the committee shall report its findings to the Convention. On receiving the committee's report, the delegates present shall, by a majority vote, confirm, modify, or reject the report. The Convention's decision shall be final and binding. Either party may present evidence other than that presented before the Board, and that fact may be considered by the Convention in arriving at a determination.

2. They may demand that the claim be submitted to arbitration in accordance with a policies and procedures adopted by the Board of Governors. The decision of the arbitrator shall be final and binding.

d. Should a member seek to enforce an alleged claim and should any provision(s) of this Article XVIII be held to be unlawful, that provision(s) shall be deemed to be rescinded and the remainder of the Article shall remain in full force and effect as to all other claims and persons.

e. Nothing contained in this Article shall be construed to limit the rights of any member who has exhausted the provisions of this Article or has invoked such provisions without obtaining a timely decision from the Board of Governors.

Section 2. Definitions. As used in this Article:

a. References to the Guild's "representatives" means any Board member, Officer, attorney, employee, or other person representing the Guild, and shall include claims against such representatives in their individual or representative capacity.

b. The term "claim" means any claim, demand, action, suit or other proceeding against the Guild or its representatives, including claims for negligence, misfeasance, malfeasance or non-feasance, but shall not include claims against representatives which are of a personal nature and which do not in any way concern or affect the property, business or affairs of the Guild.

c. The term "member" means any person who has been or currently is a member of the Guild, including members who are not in good standing, provided that this Article shall not apply to any claims that arose subsequent to a member's resignation or termination.

ARTICLE XIX. Amendments

Section 1. This Constitution may be amended by a vote of two-thirds ($\frac{2}{3}$) of the delegates present and voting at a Convention or by majority vote of the members voting by referendum taken in such manner as the Board may prescribe.

Section 2. No proposition to amend the Constitution shall be acted upon unless it has been authorized by resolution of the Board of Governors or presented in writing to the National

Executive Director, signed by at least ten percent (10%) of the active members in good standing. The National Executive Director shall present to the Board, at its next meeting, any amendment duly proposed by ten percent (10%) of the active members in good standing and shall, after a vote of the membership or Convention, report the results to the Board.

Section 3. Any proposed amendment shall be reduced to writing and incorporated in the notice of meeting at which it is to be acted upon. The proposed amendment must be sent to the Governors at least ten (10) days before the meeting at which it is to be acted upon unless the Board, by unanimous consent of those present, shall order otherwise.

Section 4. Amendment by Convention. A notice containing the wording of any duly proposed amendment shall be sent to each delegate with the call for the Convention at which the amendment is to be considered.

Section 5. Amendment by referendum. If the Board of Governors, in its discretion, decides to submit the question to a referendum vote rather than to the Convention, any proposed amendment shall be sent, with a ballot, to each active member in good standing of the Guild with a deadline for return of all ballots of not later than sixty (60) days nor earlier than thirty (30) days after the date of issuance from the National Office. Not later than ninety (90) days after the date of mailing from the National Office, the ballots must be counted, and the results of the referendum announced.

ARTICLE XX. Real Estate

No member of the Guild, or member of the Board of Governors, shall be or become vested with any right or interest in the title of any real property or interest therein owned, possessed or belonging to the Guild, and the Board shall have full power to sell, assign, mortgage, or otherwise handle any such real property or interest which is owned, possessed, or controlled by the Guild.

ARTICLE XXI. Dissolution

The Guild may be dissolved by resolution adopted by the Board of Governors and ratified by a two-thirds ($\frac{2}{3}$) vote of the active members in good standing of the Guild. Upon such dissolution, the net assets of the Guild, after the payment of all debts and expenses, shall be distributed pro rata among the active members in good standing as of the date of the passage of the foregoing resolution. The Board of Governors shall have full power to settle the affairs of the Guild and settle and dispose of and give good title to any and all of its properties, both real and personal, and shall make division in accordance with the terms of this Article.

ARTICLE XXII. Rules of Order

Robert's Rules of Order Newly Revised shall govern all AGMA meetings except where they are inconsistent with AGMA's Constitution, Bylaws, or any special rules of order AGMA may adopt.