

CONSTITUTION
AND BY-LAWS



ACTORS'
EQUITY
ASSOCIATION 1913

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CONSTITUTION

PREAMBLE

We hereby constitute ourselves a voluntary Association to advance, promote, foster, and benefit all those connected with the art of the theatre and particularly the profession of acting and the conditions of persons engaged therein; to protect and secure the rights of actors; to inform them as to their legal rights and remedies; to advise and assist them in obtaining employment and proper compensation therefor; to procure appropriate legislation upon matters affecting their profession; to do or cause its members to do or take such lawful action as in the discretion of the National Council shall advance, promote, foster, and benefit the profession; to do or cause to be done or to refrain from doing such other acts or things, either as an Association or through the individual members thereof, as may be lawfully done or as they or it may lawfully refrain from doing, as in the opinion of the National Council shall appear advantageous to the profession of acting or to the members of this Association engaged in that profession.

And we hereby agree that this Association, and such persons as may thereafter become members, are and will hereafter continue to be governed by the following Constitution and By-Laws, and by such amendment(s) thereto as may hereafter be lawfully made, all of which are hereby agreed to be binding upon members as of the date of their lawfully taking effect, regardless of the rights vested in the various members prior to such amendment(s).

ARTICLE I – NAME

The name of this Association shall be the *Actors' Equity Association*. It is and shall be a voluntary Association, under the laws of the state of New York, consisting of seven or more persons and having a President and Secretary/Treasurer. Its seal shall be circular and bear the name of the Association and the date of organization. Its

principal office shall be located in the borough of Manhattan, city and state of New York, and it shall endure until dissolved by action of its National Council and its members, as hereinafter provided.

ARTICLE II – MEMBERSHIP

Section 1. **Classes of Membership.** The membership shall consist of members, alien members, honorary members and such other classes of membership as may hereafter be created by the National Council with the approval of the members in good standing.

Section 2. **Eligibility.** Persons who are citizens of the United States or who are resident aliens of the United States and who, in the judgment of the National Council, meet the qualifications established by the National Council are eligible to be members.

Section 3. **Inactive Members.** A member “not in good standing” shall be defined as a member on temporary withdrawal, suspended payment, out-of-benefit or delinquent. Except for payment of dues, a member “not in good standing” shall be subject to all of the duties and obligations required of a member “in good standing”.

Section 4. **Alien Members.** Actors who are admitted to the United States pursuant to the immigration laws of the United States solely for the purpose of performing in a theatrical production may, in the discretion of the National Council, be elected as alien members.

Section 5. **Honorary Members.** Persons in sympathy with the objects of the Association and having no business or other associations antagonistic thereto are eligible as honorary members. Said honorary members shall hold no office and cast no vote nor have any voice except with the consent of the members in good standing present at any meeting at which said honorary members are present.

Section 6. **National Council Authority.** The National Council shall be the sole judge in all matters of election to membership and qualifications of applicants.

Section 7. **Rights of Members.**

- (a) The National Council, with the approval of the members in good standing given at a special membership meeting, as specified in Article I, Section 4 of the By-Laws, called for that purpose, may alter, reclassify, change, enlarge, diminish, or terminate the rights and/or membership of any member or group of members, and/or the present or future membership of the Association, and define the qualifications for persons becoming members, in any present, changed or additional classes.
- (b) Should such action diminish, alter, change, terminate or destroy the vested rights of any person then a member in good standing, the concurrence of two-thirds of the members in good standing present and voting at the meeting in which such action is to be approved shall be necessary. Action under the disciplinary authority section of the Government Article III of this Constitution is not deemed to be action within the meaning of this section 7 (b).

Section 8. **Obligations of Members.** Members shall obey, abide by and be governed by the Constitution and By-Laws of the Association and any rule, order or law now or hereafter lawfully made or given by any lawful authority in or of the Association.

Section 9. **Delinquent Members.** Delinquent members, as defined in the By-Laws, and members under fine or suspension shall not be eligible to attend meetings of the Association or to cast a vote as members and shall not be entitled to be given notice or notices of meetings while so delinquent or under fine or suspension.

Section 10. **Membership Meetings.** Provisions relating to the holding and conducting of Regional, Special, and Annual membership meetings shall be as specifically set forth in the By-Laws.

Section 11. **Voting Rights and Eligibility to Hold Office/Service on Committees.**

- (a) Only a member who is in good standing and has attained the age of 12 shall be entitled to vote.
- (b) Only a member in good standing who has

attained the age of 18, has been in good standing for the two years prior to nomination, and who meets either the applicable Principal, Chorus, or Stage Manager employment category qualifications, as hereinafter defined, shall be eligible to be an Officer, Councillor or Regional Board member.

- (c) Only a member who is in good standing and has attained the age of 18 shall be eligible to serve as a deputy and/or member of any committee of this Association.
- (d) No member who is in Conflict of Interest, as defined in the By-Laws, shall be eligible to serve as a deputy, to serve on any committee or to be eligible for nomination or service as a member of any Regional Board or of the National Council.

Section 12. **Non-Discrimination.** Nothing in the foregoing provisions shall operate against eligibility for membership in the Association on the basis of sex, race, religion, national origin, political affiliation or persuasion, physical disability, or sexual orientation.

ARTICLE III – GOVERNMENT

Section 1. **National Council & Subordinate Bodies.**

- (a) **National Council:** The general management, direction and control of the affairs, funds and property of the Association and the determination of the relations and obligations of members to the Association, of the Association to members, of members to each other and of members to employers, except as expressly limited and/or controlled by this Constitution and By-Laws, shall be vested in the National Council.
- (b) **Regional Boards:** The Regional Boards shall assist the National Council with the business of the Association and its members resident in geographic Regions, as defined hereinafter. Said Regional Boards shall have only such authority and responsibilities, and shall be subject to all such rules and procedures, which the National Council may from time to time

determine and delegate. The terms “Region” and “resident in a Region” as used in this Constitution and By-Laws shall mean respectively: “Region” — a geographic area as administered by an Equity Regional office or as may from time to time be defined by the National Council; “resident in a Region” — normally and regularly residing in a Region and duly registered as such with the Association.

- (c) **Executive Committee:** The National Council may delegate any or all of its powers of management and control of the affairs, funds and property of the Association to an Executive Committee, elected from itself, composed of no fewer than five Councillors and which shall hold office and have the authority and duties conferred upon it by the National Council.

Section 2. **Composition of National Council & Regional Boards.**

- (a) The National Council shall be composed of the Officers and of 75 members in good standing. Said 75 Councillors shall be from geographic Regions, elected in numbers proportionate to the number of members in good standing resident within each Region and proportionate to the employment category distribution of each Region, as specifically set forth in the By-Laws.
- (b) Officers and Councillors from each Region shall be members of the applicable Regional Boards as specifically set forth in the By-Laws.
- (c) The number of members in good standing resident in each Region and the employment category distribution of each Region shall be reviewed every six years as of 1998. Adjustments, if any, to the distribution of Councillors by Region and employment category shall subsequently be made in accordance with the results of said review and as may be further specified in the By-Laws.

Section 3. **Employment Category Qualifications.**

- (a) **Principal:** A member performing principal work shall mean a member in good standing who has worked either:

- (1) under no less than two Equity contracts performing principal work, or
 - (2) under one Equity contract performing principal work for no less than 10 weeks.
- (b) **Chorus:** A member performing chorus work shall mean a member in good standing who has performed chorus work within the five years preceding the nomination or appointment to office, provided that the member has not worked as a principal performer for a total of 52 weeks within the two years prior to such nomination or appointment to office.
- (c) **Stage Manager:** A member performing stage managerial work shall mean a member in good standing who has worked within the five years preceding the nomination or appointment to office, either:
- (1) under Equity contract for at least 30 weeks, solely as a Stage Manager or Assistant Stage Manager, or
 - (2) under no less than five Equity contracts, solely as a Stage Manager or Assistant Stage Manager.

Section 4. **Election of Councillors/Terms.**

- (a) Councillors shall be elected by the members in good standing at an annual election.
- (b) Councillors shall be elected for a term of five years, except as provided below.
- (c) In the case of the death, resignation or removal of a Councillor, a qualified successor who shall be a member in good standing from the applicable Region and employment category, shall be elected at the next annual election for the remainder of the Councillor's term.

Section 5. **Officers.**

- (a) **Election & Complement.** The Officers of the Association shall be elected by the members in good standing at the applicable annual election and shall consist of President; First Vice-President, who shall be a member performing Principal work; Second Vice-President, who

shall be a member performing Chorus work; Third Vice-President, who shall be a member performing Stage Managerial work; Secretary/Treasurer; and a Vice-President for each Region as may be in existence.

- (b) **Term.** Each Officer shall hold office for a term of three years. In the case of death, resignation or removal of an Officer, a qualified successor shall be elected at the next annual election for the remainder of the term.

Section 6. **Removal of Councillor.**

- (a) A Councillor may be removed by a two-thirds referendum vote of the members of the National Council voting in said referendum and the seat declared vacant if the Councillor is absent, without good reason, from four consecutive regular National Council meetings and does not tender a resignation or show good cause within four weeks from the date of the Council's written request why the seat should not be vacated. (As used herein the term "good reason" shall mean gainful employment, illness, family emergency or for such other reason as the National Council may deem valid.)
- (b) Upon such removal, the National Council shall inform the person so affected that the seat has been declared vacant and shall elect a qualified member in good standing from the applicable Region and employment category to serve as a replacement until the next annual election. The National Council's decision to remove shall be final and binding.

Section 7. **Voting Rights.** Each member in good standing shall be entitled to cast one vote for each Officer and each Councillor to be elected and a plurality of the votes so cast shall elect.

Section 8. **Authority to Appoint and Assign Duties.** The National Council shall have the authority to appoint committees, executives, agents, assistants to Officers, and such employees to carry on the work of the Association as it may deem proper, and shall determine the authority, duties and compensation of the foregoing. The National Council shall

appoint and define the duties and compensation of an Executive Director and Assistant Executive Directors.

Section 9. **Disciplinary Authority.**

- (a) The National Council shall have the authority to censure, suspend, expel, terminate the membership of, require the resignation of, fine, or otherwise punish any member, and the offenses for which, and the conditions under which the National Council may so act, shall be set forth in the disciplinary provisions of the By-Laws or in rules adopted by the National Council. Any person whose membership shall cease or be in any manner terminated shall have no further rights in the Association, its property or assets.
- (b) The National Council may by rule determine any question or procedure arising under this Section or upon appeal from any action of the National Council. No action, omission or irregularity shall affect the validity of any proceeding or action of any committee or of the National Council provided that the member affected shall have been given due notice of applicable meeting(s), as specified in the Discipline article of the By-Laws.

Section 10. **Membership Meeting Resolutions.**

- (a) Should the National Council reject a resolution duly adopted at any Regional Membership meeting, as defined in the By-Laws, the National Council shall state its reasons for such rejection both in the Association publication, and at the subsequent membership meetings held in each Region, with due notice given.
- (b) Provided that there are at least a combined total of 750 members in good standing present at said subsequent Regional meetings, the National Council's rejection can be reversed by a combined two-thirds vote of the members in good standing present and voting. In the event of such reversal by the members in good standing, the National Council may not take action contrary to such duly adopted resolution, provided that it may submit such resolution to a mail referendum vote of the members in good

standing subject to such procedure as the National Council shall determine.

- (c) If there are less than a combined total of 750 members in good standing present at said subsequent meetings held in each Region, and the members in good standing vote by a combined two-thirds vote to reverse the National Council's rejection, then the National Council may by resolution and must, at the written request of 250 members in good standing filed with the Executive Director within 30 days after the last date of said subsequent membership meetings, submit said resolution to a mail referendum vote of the members in good standing, subject to such procedure as the National Council shall determine.
- (d) A majority of the members in good standing voting in said referenda shall determine the adoption or rejection of the resolution.

ARTICLE IV – ELECTIONS

Section 1. **Annual Election.** The annual election shall be conducted by mail and/or electronic ballot and shall be concluded no later than eight weeks after the date of the Annual meeting. The ballots for said election, together with appropriate descriptive informational material as more specifically set forth in the rules of the National Council regarding elections, shall be distributed at the Association's expense to the members in good standing no later than the 14th business day following the Annual meeting.

Section 2. **Counting of Ballots.** The National Council shall by similar rule determine the specific date of each election and date for counting of the ballots. At the National Council meeting immediately prior to the date set for the counting of the ballots of the annual election, or any other election held pursuant to this Constitution, the presiding Officer shall appoint no less than three members in good standing to act as a proxy committee and as inspectors and tellers for the election, whose duties it shall be to canvass, count, and declare the result of the votes cast at such election, unless the National Council engages the services of an independent agency to canvass, count and declare the results.

Section 3. **Nominations.**

(a) **By Regional Nominating Committees.**

- (1) At least 45 days before the Annual meeting, Regional nominating committees shall make nominations for Councillors and Vice-Presidents from the applicable Regions, including any vacancies. Each Regional nominating committee shall be composed of members in good standing qualified by Region and employment category, and by member-at-large and Regional Board/Councillor divisions, in such proportions as may be determined from time to time by the National Council, and as specifically set forth in the By-Laws, provided that the number of members-at-large shall exceed the number of Regional Board/Councillor members.
- (2) The member-at-large portion of each of the Regional nominating committees shall be chosen at a special order of business at Regional membership meetings, as specified in the By-Laws, held at least 72 days prior to the Annual meeting.
- (3) Prior to such member-at-large selections, the Regional Board and Councillor members of each Region shall elect the Regional Board/ Councillor division of each of the applicable Regional nominating committees.
- (4) *Joint Nominating Committee for Officers.* Each Regional nominating committee shall select members from among themselves, in distributions as specifically set forth in the By-Laws, to serve on the joint nominating committee for Officers and shall make such nominations for applicable Officers, including vacancies, at least 45 days before the Annual meeting.
- (5) The nominating committees shall restrict nominations to no more than one candidate for each available position.

- (b) **By Petition.** Any 17 members in good standing from each Region may also nominate by petition those qualified to run for Councillor and Regional Vice President positions from the

applicable Region. Any 17 members in good standing may also nominate by petition qualified candidates for any other Officer positions. All such nominations by petition shall be in writing and shall be delivered to the Executive Director (or designee) at least 35 days before the Annual meeting.

- (c) **By Write-in Ballot.** Members in good standing may by write-in ballot vote for any member in good standing not nominated pursuant to either the nominating committee or petition methods, as hereinabove defined, but who is otherwise qualified under the provisions of this Constitution.

Section 4. **Procedures.** The procedures and rules for the conducting of elections and for election challenges shall be more specifically set forth in the rules of the National Council regarding elections.

Section 5. **Run-off Election.** In the event of a tie vote for any office of which only one could be declared elected, there shall be a membership run-off election to decide the winner.

ARTICLE V – AMENDMENTS TO CONSTITUTION

This Constitution may be amended as set forth in either Section 1 or Section 2 below.

Section 1A. **By Membership Meeting.**

- (a) This Constitution may be amended by a two-thirds vote of the members in good standing present and voting at a membership meeting, as specified in Article I, Section 4 of the By-Laws, called for that purpose.
- (b) Either the National Council or any 30 members in good standing may propose an amendment(s) to this Constitution. In either case, the proposed amendment(s) shall be reduced to writing and filed with the Executive Director. The National Council shall report its opinions as to any such proposed amendment(s) to the members in good standing at the meeting at which action is to be taken thereon.

- (c) A notice substantially embodying the wording of any duly proposed amendment(s) shall be mailed to each member in good standing in the call for such meeting, which notice shall be given at least 30 days prior to the date of the meeting.
- (d) The members in good standing present and voting at the meeting at which the amendment(s) is considered may adopt, amend and adopt, or reject said proposed amendment(s).

Section 1B. By Subsequent Referendum.

- (a) Should the number of members in good standing present at the meeting where such amendment(s) is voted on be less than 750, the National Council may by resolution and must, at the written request of 250 members in good standing filed with the Executive Director within 30 days after the meeting is held, submit said amendment(s) to a mail referendum vote of the members in good standing subject to such procedure as the National Council shall determine, provided however, that the National Council may also submit alternative amendment(s) in such mail referendum.
- (b) A majority of the members in good standing voting in said referendum shall determine the adoption or rejection of said amendment(s).

Section 2. By Referendum.

- (a) This Constitution may be amended by a mail referendum vote of the members in good standing subject to such procedure as the National Council shall determine, either:
 - (1) When the National Council determines to submit any proposed amendment(s) to a mail vote of the members in good standing;
or
 - (2) At the written request, filed with the Executive Director, of 750 members in good standing to submit any proposed amendment(s) to a mail vote of the members in good standing, provided, however, that the National Council may also

submit alternative amendment(s) in such mail referendum.

- (b) A majority of the members in good standing voting in said referendum shall determine the adoption or rejection of said amendment(s).
- (c) Prior to the submission of any proposed amendment(s) to a mail referendum vote of the members in good standing as hereinabove provided, the National Council shall publish such proposed amendment(s), in language substantially embodying the wording of the proposed amendment(s), in the Association's regular publication and may submit such amendment(s) to meetings of members in good standing throughout the country in order to solicit comments or suggestions from the membership. This process of membership solicitation shall be completed no more than 90 days after either the National Council's determination to submit any proposed amendment(s) to a mail vote of the members in good standing or after the submission of any proposed amendment(s) at the written request of 750 members in good standing.

ARTICLE VI – BY-LAWS

Section 1. **Rules of, and Amendments to By-Laws, by the National Council.**

- (a) Matters not covered by this Constitution or which are or may be supplementary thereto shall be contained in the By-Laws, and shall have equal force and effect with this Constitution.
- (b) The National Council shall have the authority to repeal or amend existing By-Laws, to create new By-Laws, or to make rules supplementing this Constitution and By-Laws and/or regarding any matters not covered by them.
- (c) Each provision of this Constitution and By-Laws and any amendment(s) to each or either, and any rules made by the National Council, any committee duly authorized, any member of such committee, any Officer of the Association, any person duly authorized by the National Council, or any committee having authority to make such rules, shall be binding upon each member from

the time when it is lawfully made, regardless of any rights which any member may have acquired by reason of the rules in force prior to such amendment(s).

Section 2. Proposed Amendment(s) to the By-Laws, by Members.

- (a) **Proposal by Members.** Any 30 members in good standing may propose to the National Council an amendment(s) to the By-Laws upon which proposal the National Council shall act.
- (b) **Subsequent Council Rejection.** Should the National Council reject said proposal by any 30 members in good standing to amend the By-Laws, said rejection shall be certified by the National Council to a membership meeting, as specified in Article I, Section 4 of the By-Laws, called for that purpose, with due notice given. The members in good standing shall consider said rejection and shall have the authority to adopt or amend and adopt the proposed amendment(s) by a two-thirds vote of the members in good standing voting at said membership meeting.

ARTICLE VII – NOTICE

Section 1. Address/Notice. Each member shall furnish to, register with, and keep registered with it, an address to which all notices may be sent. Unless otherwise specifically required by this Constitution, the service of all notices may be made upon a member either by delivering the same personally to the member or by mailing the same enclosed in a postpaid envelope to the member's registered address.

Section 2. Publication. Notice of the adoption and publication of:

- (a) the Constitution and/or the By-Laws or any amendment(s) thereto;
- (b) rules or orders of the National Council or other duly constituted authority; and
- (c) any and all notices, unless otherwise specifically directed elsewhere in this Constitution, may be made:

- (1) as hereinabove provided in case of individual notices, or
- (2) by publication in the Association publication, or
- (3) by posting such notice in a conspicuous place in the principal offices of the Association as stated in its letterhead used in the ordinary transaction of business, or
- (4) otherwise as the By-Laws may provide.

Section 3. **Completion of Notice.** If notice is given by publication in the Association's regular publication, it shall be deemed to be complete seven days after the delivery of same for mailing at the post office in New York City. Notice so given shall be deemed to be due and complete notice to each member in good standing.

ARTICLE VIII – REAL ESTATE

No member or Councillor and/or Officer 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 Association. The National Council shall have full authority to sell, assign, release, mortgage or otherwise handle any such real property or interest therein which is owned, possessed or controlled by the Association. The title to, or interest in, any realty acquired by the Association shall be vested either in a corporation authorized to hold real property, the capital stock of which is owned or controlled by the Association, or vested in the name of the President and Secretary/Treasurer of the Association who, as and when authorized and/or directed by the National Council, shall transfer said title and interest free from any claim of the Association or any member thereof.

ARTICLE IX – DISSOLUTION

Section 1. This Association may be dissolved at any time by resolution of the National Council and by the approval of 60% of the members in good standing voting in a mail referendum on said resolution to dissolve.

Section 2. Upon dissolution, the net assets of the Association, after the payment of all debts and expenses, shall be distributed proportionately among the members who are in good standing as of the date of the passage of the foregoing resolution. The National Council shall have full authority to settle up the affairs of the Association and to sell and dispose of, and to give good title to, any and all of its property both real and personal, and shall make division in accordance with the provisions of this Article, and by compliance with the laws of the state of New York in this regard.

ARTICLE X – MERGER

The Association may merge with or become a part of any other membership corporation or association by resolution of the National Council and by the approval of 60% of the members in good standing voting in a mail referendum on said resolution, and by compliance with the laws of the state of New York in this regard.

ARTICLE XI – SEVERABILITY/INTERPRETATION

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

Section 2. The National Council shall have full and sole authority to interpret the meaning of any part or wording of this Constitution and the By-Laws.

BY-LAWS

ARTICLE I – MEMBERSHIP MEETINGS

Section 1. **Annual Meeting.**

- (a) An Annual meeting of the members in good standing shall be held within the city of New York, state of New York, at such time between March 1st and May 1st of each year, at such hour of the day as the National Council may designate, and by telephonic connection as more specifically defined hereinafter. Said Annual meeting shall count as one of three required membership meetings for each Region as hereinafter defined.
- (b) Notice of the time and place of this Annual meeting and of all nominations for office shall be mailed to members in good standing at least two weeks prior to said Annual meeting.

Section 2. **Special Meetings.** Special membership meetings shall be called by the Executive Director at the written request of 10 members of the National Council or of 250 members in good standing with at least two weeks prior notice given.

Section 3. **Regional Meetings.**

- (a) Three Regional meetings of the members in good standing shall be held each year in each of the cities of New York (Eastern Regional meeting); Chicago (Central Regional meeting); and Los Angeles (Western Regional meeting).
- (b) Notice of the time and place of said Regional meetings shall be mailed to members in good standing at least two weeks prior to said meetings.

Section 4. **Meetings by Telephonic Connection.**

- (a) The National Council may from time to time determine that any membership meeting, as hereinabove provided, shall be conducted concurrently by telephonic connection among the members in good standing present in the cities of New York, Chicago, and Los Angeles; provided

that meetings so conducted by telephonic connection shall be required for the Annual membership meeting and for meetings specified in Article II, Section 7 (Rights of Members), Article V, Section 1 (Amendments to the Constitution) and Article VI, Section 2 (Proposed Amendment(s) to the By-Laws, by Membership) of the Constitution, and Article II, Section 6 (Removal of Councillor) of these By-Laws. Due notice of any membership meeting to be conducted by telephonic connection shall be given.

- (b) In all such membership meetings conducted by telephonic connection, members connected by telephone shall be deemed to be members present at said membership meetings and any votes taken shall be tallied as combined votes of the members in good standing present by such telephonic connection at said meetings.

Section 5. Membership Meeting Record. An audiotape or transcript shall be made of all membership meetings and shall be available for audit upon request by members in good standing.

Section 6. Quorums for Meetings.

- (a) At least 50 members in good standing shall constitute a quorum at Eastern Regional membership meetings held in New York City.
- (b) At least 20 members in good standing shall constitute a quorum for the Central Regional membership meeting held in the city of Chicago.
- (c) At least 30 members in good standing shall constitute a quorum for the Western Regional membership meeting held in the city of Los Angeles.
- (d) For membership meetings conducted by telephonic connection as hereinabove provided, a combined total of no less than 100 members in good standing at said meetings shall constitute a quorum.
- (e) The members of the National Council present at any membership meeting may by a majority vote conducted among themselves before the meeting is called to order designate a lesser number, in which case the number so designated shall constitute a quorum.

Section 7. The order of business at membership meetings shall be:

- (a) Appointment of sergeants-at-arms and tellers, if any,
- (b) Statements of candidates and discussion of elections, if any,
- (c) Amendments to the Constitution and these By-Laws, if any,
- (d) Reports of executives and Officers and discussion thereon,
- (e) Reports of committees and discussion thereon,
- (f) Special orders of business, if any,
- (g) Membership discussion period of up to one and one half hours' duration,
- (h) New business and such other matters as the members in good standing may consider.

ARTICLE II – NATIONAL COUNCIL AND REGIONAL BOARDS

Section 1. **Composition of National Council.**

- (a) There shall be 75 Councillor seats, distributed by Region and by employment category totals, as set forth in Appendix A of these By-Laws.
- (b) Subject to possible future modification, in accordance with Article III, Section 2 of the Constitution, effective with the 1998 election and continuing thereafter, 15 Councillors shall be elected each year, distributed in patterns of: nine Eastern Region, two Central and four Western or nine Eastern, one Central and five Western, as applicable. The 15 seats shall also be distributed as ten principal, three chorus and two stage manager seats, in addition to any qualified replacements, as set forth in Appendix B of the By-Laws.

Section 2. **Composition of Regional Boards.** There shall be three Regional Boards: the Eastern Regional Board, the Central Regional Board and the Western Regional Board, each composed as follows:

- (a) **Eastern Regional Board:** A number equal to all Councillors and Officers resident in the Eastern Region shall comprise the members of the Eastern Regional Board. The term of the Eastern Regional Councillors shall be for five years.
- (b) **Central Regional Board:** A number equal to all Councillors and Officers resident in the Central Region shall comprise the members of the Central Regional Board, provided however that the Board shall have the option to expand, by including non-Councillor Regional Board members resident in the Central Region, to a maximum total number of 20 Board members, inclusive of all Councillors and Officers resident in the Central Region and non-Councillor Central Regional Board members. The Councillor and non-Councillor Board seats, if any, shall have a proportionate distribution by employment category.

The Central Regional Councillors shall have a term of five years and the non-Councillor Central Regional Board members shall have a term of two years. Said non-Councillor Board members shall be elected from and by the members in good standing residing in the Central Region, provided however, that should, for any given non-Councillor Board member election, there be no contest among candidates for said seats, those non-Councillor Board member candidates who were nominated by the Nominating Committee shall be deemed elected.

- (c) **Western Regional Board:** A number equal to all Councillors and Officers resident in the Western Region shall comprise the members of the Western Regional Board. The term of the Western Regional Councillors shall be for five years.

Section 3. Change of Residency. If a Councillor or Regional Vice President changes official residency to a Region other than the Region from which said Councillor or Vice-President was officially resident when elected, said Councillor or Vice-President shall resign the seat and a qualified replacement from the applicable Region and employment category, when applicable, shall fill the seat until the next election as hereinafter provided.

Section 4. **National Council and Regional Board Meetings.**

(a) **Council and Regional Board Meetings.**

Meetings of the National Council and Regional Boards shall be held at such time and place and upon such notice as the National Council and Regional Boards, respectively, may decide. There shall be a minimum of 10 National Council meetings each year, and all National Council meetings shall be conducted by telephonic connection with the Equity offices in the cities of New York, Chicago, Los Angeles, San Francisco and with such other cities in which Councillors or Officers officially reside. Members connected by telephone shall be deemed to be members present at said National Council or Regional Board meetings.

(b) **Special Council Meetings.**

Special National Council meetings may be called by either the President, Executive Director or at the written request of 15 Councillors. Such special meetings may be called at any time on not less than 24 hours notice. If the President and the Executive Director concur or the National Council shall authorize, notice of any such Special meeting may be given by mail, telephone or fax.

(c) **Special Board Meetings.**

Special Regional Board meetings may be called by either the President, Executive Director, regional executive or at the written request of any 20% of the applicable Regional Board members.

(d) **Quorums.**

(1) *National Council:* 17 members of the National Council present shall constitute a quorum.

(2) *Eastern Regional Board:* Eight members of the National Council from the Eastern Region shall constitute a quorum.

(3) *Central Regional Board:* Three members of the National Council from the Central Region shall constitute a quorum, provided however that should the size of this Board increase to a maximum of 20 seats, as hereinabove provided, the quorum shall be fixed at five.

- (4) *Western Regional Board*: Seven members of the National Council from the Western Region shall constitute a quorum.

Section 5. Actions of National Council and Regional Boards. The National Council and/or Regional Boards shall act only as a body and individual members thereof shall have no authority. The act of a majority, except as otherwise required, present and voting at a meeting at which a quorum is present shall be the act of the National Council or of the Regional Board.

Section 6. Expenditures/Agreements.

- (a) No indebtedness shall be incurred except by the National Council or by its authorization. The National Council shall have the authority to define the purposes for which expenditures may be made or indebtedness incurred and shall report same in its minutes.
- (b) No agreement, contract, or obligation involving the payment of money or the credit or liability of the Association shall be made except by authorization of the National Council or by the delegation of such authorization to its executives.

Section 7. Removal/Discipline.

- (a) Councillors and Officers may be removed or otherwise disciplined for cause appearing sufficient to the National Council after charges have been preferred in writing and after a hearing of which at least seven days notice has been given. In such case, two-thirds of the members of the National Council present and voting shall concur in order to effect such removal or discipline.
- (b) From any order of removal or discipline, an appeal may be taken to a membership meeting, as specified in these By-Laws (Article I, Section 4), provided that due notice has been given, pending which the order of the National Council shall remain in force. A majority of the members in good standing present and voting at said membership meeting shall be required in order to uphold the appeal of said Councillor or Officer.

Section 8. **Authority/Filling of Vacancies.**

- (a) The National Council and Regional Boards shall have authority to dissolve committees or remove members thereof. The National Council shall also have the authority to remove any appointees made by the National Council.
- (b) The National Council shall have the authority to prescribe duties additional to those set forth in the Constitution and these By-Laws to any Officer, committee or member.
- (c) The National Council shall nominate and elect any applicable Officer vacancies.
- (d) The National Council shall fill any Regional Vice-President and Councillor vacancies from the Regions, nominated by the Regional Board members of the applicable Region, but elected by the National Council.
- (e) The Central Regional Board shall nominate and elect vacancies among any non-Councillor Central Regional Board members.
- (f) All appointments to fill all said vacancies stated hereinabove shall hold only until the next election, and shall be filled with members in good standing qualified for such positions in accordance with the provisions of the Constitution.

Section 9. **Arbitration.** Should a member request arbitration under such member's employment contract, the executive in the applicable Regional office, in consultation with appropriate staff and counsel, if requested, shall decide whether the claim should be arbitrated. Should the executive decide against the request of the member, the member may appeal to the National Council whose decision shall be final.

Section 10. **Decisions of National Council.**

- (a) The decision of the National Council or its authorized agent in any controversy between a member and an employer shall be final and such member shall abide by said decision and shall not commence any legal proceeding or take any contrary action without first exhausting all remedies within the Association. Members

who violate this provision may be subject to discipline.

- (b) The Association through its National Council or its authorized representatives shall have the right to determine that a difficult or extraordinary situation has arisen, either in the theatre as a whole or as to a particular company or issue. If it so determines, it is hereby empowered in its discretion to modify, suspend or revoke the rights of any member under any Equity employment contract entered into with any employer.

Section 11. Discretionary Authority. Matters not covered in the Constitution and these By-Laws shall be at the discretion of the National Council. It shall have the authority to adopt supplementary rules or rules covering new matter not contained therein as it may deem proper. Such rules shall have equal force and effect with the Constitution and these By-Laws. The National Council may repeal or amend its rules.

Section 12. Indemnification.

- (a) Every Officer, Councillor or employee (hereafter “representative”) of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon said representative in connection with any proceeding to which the representative may be made a party, or in which the representative may become involved, by reason of the representative’s being or having been an Officer, Councillor or employee at the time such expenses are incurred, except in such cases wherein the Officer, Councillor or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of the representative’s duties; provided that in the event of a settlement the indemnification herein shall apply only when the National Council approves such a settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer, Councillor or employee may be entitled.

- (b) The Association shall have the right at the expense of the Association to participate in or, at its election, assume the defense or prosecution of any such proceeding against an Officer, Councillor or employee and may employ counsel and fully participate therein.

ARTICLE III – OFFICERS AND EXECUTIVES

Section 1. **Officers.** The Officers shall be as stated in the Constitution.

Section 2. **The President.** The President shall be the first Officer of the Association and shall have general supervision of its affairs and property. The President shall preside at all meetings of the members and of the National Council and shall perform such duties as from time to time the National Council shall determine.

Section 3. **Vice-Presidents.** The First Vice-President shall have such authority and perform such duties as the National Council may, from time to time, determine. In case of the President's absence, or inability to act, the President's duties shall be discharged by the First Vice-President or, if necessary, by the Second Vice-President, by the Third Vice-President or by the Secretary/Treasurer, in that order.

Section 4. **Secretary/Treasurer.** The Secretary/Treasurer shall have charge of the funds, securities, receipts and disbursements of the Association; deposit all moneys to the credit of the Association in such banks or trust companies as the National Council may designate and disburse the same by such means and in such manner as the National Council shall direct; take proper vouchers for moneys disbursed and render such statements of account and keep such books as the National Council may direct. The National Council shall determine the Secretary/Treasurer's bond, if any. The Secretary/Treasurer shall also record and keep the minutes of the National Council. The National Council and Secretary/Treasurer may delegate any such responsibilities of the Secretary/Treasurer to the executives.

Section 5. **Emeritus.** The Council may elect Emeritus Officers and Emeritus Councillors under such rules as the Council may, from time to time, establish. Emeritus Officers and Councillors may attend Council and Regional Board meetings, may speak in such meetings, but may not make motions nor vote.

Section 6. **Executives.**

- (a) **Executive Director.** The Executive Director shall be a paid employee, contracted by the Council, who shall safely keep the books, papers and other records of the Association and shall perform such other duties as may be directed by the National Council. The Executive Director shall be the custodian of the official seal of the Association.
- (b) **Assistant Executive Directors.** Assistant Executive Directors (Regional or National Assistant Executives) shall be paid employees, contracted by the Association, and shall perform such Regional or National duties as may be directed by the National Council or the Executive Director.
- (c) **Contract Terms.**
 - (1) *Executive Director.* There shall be a three-year contract term for any new Executive Director. The second contract term for an Executive Director shall be for three years. After two consecutive contract terms (six years) subsequent contract terms shall be for three, four or five years, as determined by the National Council.
 - (2) *Assistant Executive Directors.* There shall be a two-year contract term for any new Assistant Executive Director. The second contract term for an Assistant Executive Director shall be for two years. After two consecutive contract terms (four years) subsequent contract terms shall be for two or three years, as determined by the Executive Director.
- (d) **Hiring of Executives.**
 - (1) *Executive Director.* A committee of the National Council shall be formed, in

accordance with such rules as the National Council shall establish for the composition of such a committee, to recommend the hiring of an Executive Director to the National Council. This committee may elect to utilize the services of a professional executive search firm or any other appropriate method of candidate search and evaluation to assist in this process. No fewer than two and no more than four candidates shall be presented by the committee to the National Council for action.

(2) *Assistant Executive Directors.* The Executive Director shall have the authority to hire (and discharge) any Assistant Executive Director (Regional or National Assistant Executives). The Executive Director may elect to utilize the services of a professional executive search firm or any other appropriate method of candidate search and evaluation to assist in the hiring process. The Executive Director shall also have the authority to enter into contracts with Assistant Directors on behalf of the Association.

(e) ***Renewal or Non-Renewal of Subsequent Executive Contracts.***

(1) *Executive Director.* Not later than six months before the expiration of the Executive Director's contract, a committee of the National Council shall be formed, in accordance with such rules as the National Council shall establish for the composition of such a committee, to review the Executive Director's work and report a recommendation as to the renewal or non-renewal of the Executive Director's contract to the National Council. This recommendation by the committee shall be made to the National Council not later than four months prior to the expiration of the Executive Director's contract.

(2) *Assistant Executive Directors.* Not later than four months before the expiration of an Assistant Executive Director's contract, the Executive Director shall inform the Council of the decision to renew or not renew an Assistant Executive Director's Contract. In

the case of a Regional Assistant Executive Director, the Executive Director shall consult with the applicable Regional Vice President and/or the Regional Board prior to making a decision as to the renewal or non-renewal of the contract. In the case of a National Assistant Executive Director, the Executive Director shall consult with the President and/or the National Officers.

(f) **Termination for Cause.**

- (1) *Executive Director.* The Executive Director's contract may be terminated for cause by the National Council. The National Council's action to terminate an Executive Director's contract for cause shall be subject to any dispute resolution mechanisms that may be contained in an Executive's Director's contract of employment.
- (2) *Assistant Executive Director.* An Assistant Executive Director's contract may be terminated for cause by the Executive Director. That action to terminate the Assistant Executive Director's contract for cause shall be subject to any dispute resolution mechanisms that may be contained in the Assistant Executive's contract of employment.

ARTICLE IV – COMMITTEES

Section 1. **Principal Committees.** The principal committees of the Association shall be the Executive Committee, House Affairs Committee and the Advisory Committee on Chorus Affairs. Said chorus advisory committee shall have the authority and responsibility to advise the National Council and Regional Boards on the chorus contract and related chorus matters.

Section 2. **Quorum for Committee Meetings.** The quorum for each committee shall be determined by the committee with the approval of the National Council or Regional Boards, as applicable.

Section 3. **Regional and Joint Officers Nominating Committees.** The composition of the Regional and the Joint Officers Nominating Committees shall be

as set forth in Appendix C of these By-Laws. Should there be an insufficient number of candidates to fill the number of the member-at-large divisions of any of the Regional nominating committees, the members-at large who are so chosen, together with the Regional Board and Councillor members of each said nominating committee, shall constitute each said Regional nominating committee; provided, that the number of members-at-large shall exceed the number of Regional Board and Councillor members of each said nominating committee.

ARTICLE V – AMENDMENTS TO BY-LAWS

Section 1. **Amendments by the National Council.**

- (a) These By-Laws may be amended by a two-thirds vote of the members of the National Council present and voting. Any proposed amendment(s) shall be reduced to writing and shall be incorporated in the notice to the National Council meeting at which the proposed amendment(s) is to be acted upon. No action shall be taken unless 10 days shall have elapsed since the amendment(s) was proposed and filed with the Association, unless the National Council by unanimous consent shall otherwise order.
- (b) The National Council meeting at which the amendment(s) is considered may adopt, amend and adopt, or reject the proposed amendment(s).
- (c) Changes in these By-Laws shall be published in the Association's publication.

Section 2. Rejection of Amendments, By Members. Such duly adopted amendment(s) to these By-Laws shall remain in force unless or until rejected by the members in good standing and said rejection shall be made by a two-thirds vote of the members in good standing present and voting at the first Annual Meeting held after the amendment(s) is adopted and published, as hereinabove provided, provided that there shall be no less than 60 days notice of a proposed resolution by members in good standing to reject such National Council adopted amendment(s) to these

By-Laws. Said members shall file any such proposed resolution with the Executive Director who shall be responsible to provide said notice.

ARTICLE VI – CONFLICT OF INTEREST

Section 1. **Employer-Member Defined.** An “employer” within the meaning of this By-Law shall include any member who meets any of the following provisions relating to theatrical employment: employs actors; is a producer or is listed or billed as producer; signs contracts or acts as, or on behalf of, an employer; posts bond; is registered to do business as a theatrical producer; is a member of a producers’ or managers’ association; or is a theatre owner or theatre lease holder.

Section 2. **Employer-Member Exclusions.**

- (a) Any member who is an employer, as defined hereinabove, shall, while holding such position, not be entitled to receive notice of meetings of the Association nor to attend meetings of the Association unless expressly invited by the National Council, the Regional Boards or by a committee chairperson for attendance at a specified committee meeting, which attendance shall be reported to the National Council or the Regional Board.
- (b) The term “Equity meetings” shall be construed to include National Council, Regional Board, committee, cast and membership meetings; and “members” shall be deemed to include members serving as Officers, Councillors and Regional Board members.
- (c) Except for an employer who is a signatory to an Equity Code, for whom the period shall be three months, an employer shall be excluded from Equity meetings for one year from the time that the employer no longer is an employer, as defined hereinabove.

Section 3. **Privileges Not Reduced.** All other privileges of membership, including the right to vote in mail ballots and referenda, shall be unaffected by provisions of this By-law, as shall be any benefits accruing to the member under any existing or prior Equity employment contracts.

ARTICLE VII – REFERENDA

In all referenda submitted to the membership, the National Council shall, subject to such procedures as it may determine, insure that differing viewpoints, if any, are included with the materials mailed in said referenda.

ARTICLE VIII – RULES OF ORDER

The rules of order shall be governed by the latest edition of Robert's Rules of Order to the extent they are not inconsistent with the expressed provisions of the Constitution and these By-Laws and/or the rules of the National Council.

ARTICLE IX – MEMBERSHIP AND DUES

Section 1. **Fees and Dues.**

- (a) The **initiation fee** shall be \$1,100.
- (b) The **annual dues** for members shall be in accordance with the following schedule:
 - (1) **Basic Dues:** The basic dues shall be \$118 annually, half of which shall be paid to the Association semi-annually, on the first day of May and the first day of November.
 - (2) **Working Dues:** In addition to the basic dues as set forth above, each member shall pay to the Association weekly 2.25% of gross earnings within the jurisdiction of the Association. (Gross earnings shall not be deemed to include the minimum out-of-town expenses and/or per diem payments negotiated by the Association.) The maximum amount of earnings within the jurisdiction of the Association subject to the working dues shall be \$300,000 annually.
- (c) **Referendum.** No increase in dues or initiation fees shall be authorized except by a secret ballot, mail referendum majority vote of the members in good standing voting in said mail referendum.

Section 2. **Membership Application/Card.**

- (a) The National Council shall determine the requirements of all applications for membership.
- (b) All applications for membership shall be accompanied by the initiation fee and first installment of semi-annual Basic Dues, in accordance with the rules established by the Association.
- (c) Every person elected to membership and qualifying as such shall receive a membership card which shall be shown whenever requested by appropriate authority.

Section 3. **Life Members.** All present life members shall retain such status without additional payment to the Association. Life members may hereafter be elected by a two-thirds vote of the members of the National Council present and voting.

Section 4. **Temporary Withdrawal/Suspended Payment.**

- (a) A member who retires from the member's profession, ceases work within the jurisdiction of the Association and/or enters into any other trade or calling may apply to the Association for a Temporary Withdrawal or Suspended Payment card, which cards shall be granted in accordance with the rules established by the National Council.
- (b) A member who is granted a Temporary Withdrawal card shall pay all dues and all indebtedness to the date of issue. A member who is granted a Suspended Payment card shall have held in abeyance all dues and other indebtedness from the date of issue. A member holding either of said cards may be restored to a member's former status in accordance with the rules established by the National Council.

Section 5. **Termination.** In the event of the termination of any member's membership by resignation, expulsion, or any other cause, the rights of the member in and to any property or assets of the Association shall cease.

Section 6. **Resignation Procedures.** In order to resign from membership in the Association, a member shall give a written notice of resignation which shall be mailed or delivered to an Equity office. A resignation shall not relieve a member of any obligations or moneys that the member owed or was assessed prior to the date of such resignation.

Section 7. **Signature/Name.**

- (a) **Application.** When an applicant is elected to membership, the applicant's signature to the application for membership is agreed to be the applicant's signature, registered as the applicant's professional name, and shall be the applicant's agreement to abide by the Constitution and these By-Laws and all other rules and regulations of the Association. The National Council may by resolution require any member to sign said Constitution and By-Laws, rules and regulations either in person or by agent, proxy, attorney or in such other form as it may determine.
- (b) **Name.** The Association shall not enroll an applicant under a name nor shall a member use a name professionally which is the same as, or resembles so closely as to tend to be confused with, the name of an existing enrolled member, except that an applicant may enroll under and use such name professionally upon proof of consent by the existing member, or a finding by the National Council that under the circumstances there is no likelihood of confusion or that there are extenuating circumstances. The use by a member of a name in violation of this By-Law shall be an offense for which a member may be disciplined pursuant to the disciplinary provisions (Article X) of these By-Laws.

Section 8. **Delinquency.**

- (a) Failure of a member to pay the Association any dues or other payments owing to it on the due date shall make the person so failing a delinquent member and should said delinquency continue for a period of 30 days, the National Council shall have the authority to take such disciplinary action regarding such member as it may deem proper.

- (b) In case of censure or suspension as a result of dues delinquency, notice as required under the Discipline Article of these By-Laws need not be given. However, before expulsion for such delinquency, notice of the intended action shall be given to the member at least 10 days before such action is taken. In such case, if the delinquent member shall remit all unpaid dues, the Association may take such action regarding the expulsion of said member as it may consider just and proper. Except as herein stated, no further notice need be given to any delinquent member.
- (c) Suspension of membership shall not relieve a member of any obligation to the Association whether or not the member is inactive.

Section 9. **Alien Members.**

- (a) Alien members may apply for transfer to the membership category in which they become eligible. Upon such request, the applicant shall furnish such proof and information as is desired by the National Council and pay such additional amounts, if any, as the Constitution, these By-Laws or the rules of the Association may require.
- (b) Present and future alien members shall be subject to all obligations set forth in the Constitution, these By-Laws and the rules of this Association as the same are now or hereafter may be. They shall have such rights, and none other, for such period of time and such term of membership only, as is provided for in the Constitution, these By-Laws and rules as the same now are or may hereafter be amended and as may be given by resolutions of National Council.
- (c) The duration of the membership of present and future alien members shall be dependent upon the particular facts in each case and shall be for such length of time and be governed by such conditions as shall be determined by the National Council either by general or special rule. The National Council shall have the authority to determine any matter referred to in this Section 9 not now specifically covered thereby.

- (d) Subject to future amendment or modification by the National Council either by general rule or by specific or particular resolution applicable to individual cases, the following rules shall apply:
- (1) A present and/or future alien member working in a recognized unit company organized outside of the United States of America shall pay the dues applicable to the alien member during the period such company continues to perform as a unit in the United States or during the period the alien member receives compensation under the agreement to work in such unit company while said company is performing in the United States of America. Any person engaged to work in any such company shall apply for membership in this Association and shall notify in writing the name of the play (or if a repertory company, the plays) in which the company, of which the applicant is a part, is to act and such other particulars as may be required.
 - (2) A present or future alien member working or engaged to work in a particular play shall pay the dues applicable to the alien member during the period of said alien member's actual engagement during the run of such play in the United States in the season for which engaged or during the period the alien member receives compensation arising directly or indirectly out of the agreement to work in such play.
 - (3) An alien member who ceases paying dues in the above described circumstances may not reapply for membership prior to the expiration of six months from the alien member's last dues payment, except under circumstances wherein the play which the alien member is engaged closes, and the alien member is actually engaged to perform in the same play in the next subsequent season. In such latter event, the alien member's dues shall continue to be paid through the term of said member's actual subsequent engagement or during the period the member receives compensation under the agreement to work in such play,

whichever represents the greater amount. Permissible temporary layoffs shall not be deemed as a closing of the run of the play.

- (e) Alien members shall pay the initiation fees and dues required to be paid by these By-Laws. If alien members have once paid an initiation fee and have been in good standing with the Association upon the termination of any term of membership, they shall not, upon re-election for a further term, be required to pay a second initiation fee.
- f) On application for alien membership by any person not coming under these definitions, the National Council may require such action by and/or information from applicant as it may determine, and, thereupon, should it in its discretion elect such person to membership, shall determine the conditions and duration thereof.
- (g) The term "alien" as used in these By-Laws shall be defined pursuant to the immigration laws of the United States. A "resident alien" shall be defined as any immigrant who has been lawfully admitted for permanent residence to the United States pursuant to the United States immigration laws and the regulations of the U.S. Department of Justice.
- (h) Notwithstanding any provision of this Constitution and these By-Laws to the contrary, members who are resident aliens shall receive membership rights and privileges accorded to all members. If for any reason the immigrant status of a resident alien is revoked, the resident alien shall thereupon automatically lose membership in the Association and all rights and privileges thereunder, unless the National Council in its sole discretion shall otherwise direct.

Section 10. **Non-Members.** Persons who, upon any former changes or reclassification of membership provided under provisions of the Constitution, these By-Laws and/or the rules of the National Council which have been duly changed or modified, have not qualified for membership as required by such then existing provisions of the Constitution, these By-Laws and/or rules, are hereby declared to be

non-members, and it is hereby determined that any rights or interest which said person(s) had or may have in the rights or property of the Association are terminated, except as may otherwise be specifically provided by resolution of the National Council. Nothing in the rules or in changes to these By-Laws shall be construed to restore membership to any person(s) who has previously forfeited membership under then existing By-Laws or rules of the National Council.

ARTICLE X – DISCIPLINE

Section 1. **Offenses.** A member may be expelled, suspended, fined or otherwise disciplined for any of the following offenses:

- (a) violation of any provision of the Constitution or these By-Laws;
- (b) conduct prejudicial to the welfare of the Association, its Officers, Councillors or any of its members;
- (c) violation of, or noncompliance with, any lawful rule or order of the National Council or authorized agent of the Association;
- (d) engaging in any business, enterprise or activity which may directly or indirectly conflict with the purposes or objects of the Association or any of its members, including by way of example, work as a performer or stage manager in any form of theatre under the jurisdiction of the Association without benefit of an Equity employment contract or code, unless prior written consent by the Association has been granted;
- (e) indebtedness to the Association;
- (f) It shall be conduct unbecoming a member to work in the jurisdiction of any other branch of the Associated Actors and Artistes of America for an employer whose employees are represented by the other branch, unless the member seeking employment with the employer first inquires of the other branch to ascertain whether the employer is a signatory to a collective bargaining agreement with the other branch. It shall be conduct unbecoming a member if the member accepts employment

with an employer in the jurisdiction of another branch after having been advised that:

- (1) The employer has refused to bargain in good faith for a collective bargaining agreement with the other branch and the other branch has declared the employer unfair or has otherwise directed its members not to work for the employer; or
 - (2) If the employees of the employer are engaged in a primary strike ratified or approved by the other branch.
- (g) **Offenses Not Subject to Charges.** Charges of personal misconduct by a member against another member shall not be the subject of a disciplinary hearing unless the alleged misconduct concerns official Equity business or has occurred in a theatre (or other site) where members are employed on Equity contracts.

Section 2. **Charges Procedures.**

- (a) All charges against members shall be preferred in writing and shall be filed with the applicable executive in each Regional office. Charges shall briefly describe the act or acts complained of with sufficient clarity to apprise the accused of the offense with which the accused is charged.
- (b) Charges may be preferred by members in good standing, by the Association, or by an Equity employer, subject to the Association's consent for said employer to utilize these disciplinary procedures and further subject to said employer's prior written agreement both to waive said employer's right to arbitrate the dispute against a member under the applicable collective bargaining agreement and to abide by any decisions taken in accordance with the provisions of this Discipline By-Law.
- (c) Charges may be preferred against a member for engaging in any of the acts, whether by commission or omission, referred to hereinabove; provided such charges shall be filed no later than 31 days from the date of the act or acts for which charges are preferred. When more than one such act is charged, the date of the last act shall govern the 31-day requirement.

- (d) The 31-day limitation may be waived only upon showing of good and sufficient cause by the complainant. Such application for waiver shall be submitted to the Regional Board. The Regional Board shall rule solely on the matter of good cause for waiver but shall not engage in any discussion concerning the substantive matter contained in the charges.
- (e) The executive shall determine whether the facts alleged warrant a hearing: 1) under these By-Laws; 2) pursuant to prior determinations of the National Council; or 3) under applicable law. In addition, the executive may determine that the charges are not sufficiently clear to apprise the accused of the acts against which the accused is charged, in which case, the charges shall be returned to the charging party within five business days from the date of their receipt with the request that the charges be clarified.
- (f) Within 10 days from the date of receipt of charges, the executive shall determine whether a disciplinary hearing is appropriate. If so, the executive shall, within the next five business days, refer the charges to a hearing committee for appropriate action.
- (g) A disciplinary hearing shall not be held if the executive determines that the charges are trivial or most appropriately resolved by the Equity employer or by the courts. If the executive determines that a hearing is not appropriate, the executive shall so advise the charging party within five business days of making the determination. The charging party may appeal this determination, within 10 business days of the receipt of the executive's determination, to the Executive Director. The Executive Director, in consultation with the President, shall make a final decision as to whether a disciplinary hearing shall be held.
- (h) During the period between nomination for office and the date of the holding of an Equity election, charges against a candidate for office may be filed, but not publicized, and no hearing held thereon; nor shall any pending hearings concerning a candidate be held during the period between the candidate's nomination and the conclusion of the election process.

- (i) Charges based on false or trivial evidence may be considered as an act prejudicial to the best interest of this Association and a member so charged may bring countercharges.

Section 3. **Hearing Committee.**

- (a) The Regional Boards shall constitute the permanent pool for chairpersons and vice-chairpersons of hearing committees. In the event of an appeal to the National Council as hereinafter outlined, any Councillor or Officer who served on the hearing committee shall be disqualified from participating in the deliberations attendant upon and/or the subsequent voting upon said appeal.
- (b) The hearing committee shall be composed of five members in good standing, including the Regional Board hearing committee chairperson and vice-chairperson. The remaining members of the hearing committee shall be, where possible, members-at-large in good standing, selected by lot, from a rotating pool of members. Two members of the committee shall be members-at-large and if a third member-at-large is not available, a Councillor or Regional Board member may be the fifth member of the committee. A total of three members in good standing shall constitute a hearing committee quorum, of whom one shall be either the Regional Board chairperson or vice-chairperson of the committee. Where possible, a majority of the quorum shall be members who have worked in the employment category of the accused.
- (c) Should it deem appropriate, the National Council may establish special hearing committees for special circumstances. The National Council may establish rules for the composition and methods of selecting members in good standing to serve on such special committees and may establish procedures for said committees provided that all such procedures be consistent with the rights to due process which shall be afforded to all members under the provisions of this Discipline Article. Such special hearing committees and procedures shall only be established by a two-thirds vote of Councillors present at a duly announced and

scheduled National Council special order of business.

- (d) Within 10 days of the selection of the hearing committee, the executive in the applicable Regional office shall make all reasonable efforts to contact the accused member by forwarding a copy of the charges by certified mail to the member's last known address. A notice designating the date, time and place of hearing and instructions to appear with such witnesses as the member may have, a copy of the Constitution and these By-Laws and any other informational materials regarding rules and procedures pertaining to charges shall also be sent to the member. An identical notice shall be sent to the accuser.

Section 4. **The Hearing.**

- (a) The executive (or the designated representative) shall attend hearings for the purpose of providing such administrative assistance and procedural advice as the hearing committee may require. The executive shall have no right to vote on any decision or recommendations of the committee.
- (b) The accuser and the accused shall be afforded a full opportunity to present such relevant evidence as they may deem appropriate and shall have the right of cross-examination.
- (c) The chairperson of the hearing committee, with the concurrence of the executive, may grant postponements at the request of either the accused or the accuser on a showing of good cause.
- (d) Charges involving groups of members and concerning the same offense shall, wherever possible, be heard concurrently.
- (e) The testimony shall be recorded verbatim. Either party may demand a transcript of the hearing provided the party agrees to incur the expense of the transcription.
- (f) The hearing committee may on its own motion declare the accuser or accused who does not appear in person or by affidavit at the scheduled time and place of hearing to be in

default. In such event, the hearing committee shall make the decision on all evidence available to it.

- (g) The hearing committee may, by majority vote, at any time prior to making its decision, determine that the charges are not appropriate for adjudication by the Association in which case the hearing shall be discontinued.
- (h) The hearing shall be declared closed when the chairperson of the hearing committee is satisfied that the accuser and the accused have concluded their respective presentations.
- (i) No member of the hearing committee shall participate in the decision, recommendation or judgment unless said member has heard all of the testimony. The hearing committee shall render its decision and opinion with due expedition and the chairperson shall forward a copy of same to the appropriate executive who shall notify the accused and the accuser.
- (j) The hearing committee may in its discretion assess either party with the cost of the hearing. In the event a fine is imposed and not paid, the Association may resort to a court of competent jurisdiction to effect collection thereof.
- (k) The National Council may establish such additional procedural rules as it may deem appropriate for the conduct of hearings provided they are not inconsistent with the due process provisions of this By-Law.

Section 5. **Appeals Board.**

- (a) An appeal from the decision of the hearing committee may be taken by the accused but not by the accuser. Such appeal shall be filed with the executive in the applicable Regional office, within 10 business days from date of receipt of the hearing committee's decision.
- (b) The appeals board shall be composed of two members in good standing designated by the accused; two members in good standing designated by the accuser; and two members in good standing selected by lot. None of these six appeal's board members may have served on

the original hearing committee, and none shall be members of the National Council or Regional Board. Where there is an appeal by a member against whom charges have been filed by an employer, all six appeals board members shall be chosen by lot.

- (c) The six members of the appeals board shall meet as soon as practicable following the date of their designation and select one of their number who shall serve as chairperson. In the event that there is a tie vote for the election of the chairperson, the accused and the accuser may, at either one's discretion, replace either one's choices, and the two members selected by lot shall be also be replaced. The chairperson shall participate as fully as all the other appeals board members in the deliberations and decisions. A tie vote shall have the effect of upholding the decision of the hearing committee.
- (d) The appeals board shall consider the appeal on the basis of the record of the hearing. The Board may, however, in its sole discretion, permit oral argument provided it affords all parties to the dispute the opportunity to engage in such argument; all such parties are given reasonable notice of the time and place of argument; and the argument is limited to matter contained within the record. Anything contained in this paragraph to the contrary notwithstanding, the appeals board, if it deems the circumstances extraordinary, may by a two-thirds vote permit either party to submit new evidence. In such event, the appeals board shall consider the appeal on the basis of the record of the hearing as supplemented by additional evidence. Under no circumstances shall the appeals board hear argument by one party to the dispute without affording every other party the opportunity to be present and to be heard at the same session.
- (e) The appeals board may either affirm, reverse or modify the decision of the hearing committee. The decision of the appeals board shall be in writing and shall be served upon the parties by the executive in the Regional Equity office within two weeks after the appeal is heard.

Section 6. **Appeals to Council.**

- (a) Either the accused or the accuser may appeal to the National Council from the decision of the appeals board, provided such appeal is filed with the National Council within 10 business days from the date of receipt of the Appeal Board's decision.
- (b) No member of the National Council shall participate in the consideration of any appeal in which said member was personally involved in any respect.
- (c) The National Council shall consider the appeal on the basis of the record of all previous hearings. The National Council may, however, in its sole discretion, permit oral argument, provided it affords all parties to the dispute the opportunity to engage in such argument; all such parties are given reasonable notice of the time and place of argument; and the argument is limited to matters contained within the record. Under no circumstances shall the National Council hear argument by one party to the dispute without affording every other party the right to be present and/or heard at the same session.
- (d) The National Council as a body shall consider the appeal. A tie vote shall uphold the decision of the appeals board. The National Council's decision shall be final and binding.

Section 7. **Status Pending Decision.** A member shall have full privileges and shall be fully obligated to the Association until the appeals procedures have been exhausted or until the time limitations for appeals have passed. If no appeal is taken, the decision of the hearing committee or appeals board shall be deemed to be the decision of the National Council and enforceable as such.

CONSTITUTIONAL AMENDMENTS

The Constitution and By-Laws of the Actors' Equity Association were adopted at a special meeting of members of the Association called for that purpose on March 8th, 1926. Subsequent amendment(s) to the Constitution were adopted on:

May 28, 1928	September 25, 1959
September 21, 1928	March 14, 1963
January 28, 1930	January 7, 1966
February 4, 1930	September 30, 1966
February 11, 1930	September 27, 1968
January 12, 1931	June 18, 1971
November 17, 1931	March 29, 1973
November 1, 1932	May 9, 1974
June 2, 1933	January 7, 1977
June 1, 1934	October 7, 1977
September 28, 1934	October 13, 1978
May 27, 1935	October 12, 1979
October 17, 1936	January 11, 1980
May 4, 1937	October 12, 1982
October 12, 1937	January 13, 1984
October 8, 1940	September 27, 1991
January 9, 1942	November 13, 1992
March 22, 1948	December 15, 1992
June 3, 1949	October 14, 1994
January 5, 1951	October 13, 1995
June 5, 1953	April 5, 2002
June 3, 1954	January 10, 2003
May 27, 1955	

APPENDIX A
Composition of the National Council

	EAST	CENTRAL	WEST	TOTAL
Principal	28	4	16	48
Chorus	13	1	2	16
Stage Mgr.	6	1	4	11
TOTAL	47	6	22	75

APPENDIX B
National Council Annual Election Distributions

2004	EAST	CENTRAL	WEST	TOTAL
Principal	3	1	4	8
Chorus	4	0	1	5
Stage Mgr.	2	0	0	2
TOTALS	9	1	5	15
2005	EAST	CENTRAL	WEST	TOTAL
Principal	7	0	3	10
Chorus	1	1	1	3
Stage Mgr.	1	1	0	2
TOTALS	9	2	4	15
2006	EAST	CENTRAL	WEST	TOTAL
Principal	6	2	2	10
Chorus	3	0	0	3
Stage Mgr.	0	0	2	2
TOTALS	9	2	4	15
2007	EAST	CENTRAL	WEST	TOTAL
Principal	5	1	4	10
Chorus	2	0	1	3
Stage Mgr.	2	0	0	2
TOTALS	9	1	5	15
2008	EAST	CENTRAL	WEST	TOTAL
Principal	6	1	3	10
Chorus	3	0	0	3
Stage Mgr.	0	0	2	2
TOTALS	9	1	5	15

APPENDIX C NOMINATING COMMITTEES

Regional Nominating Committees

	Eastern Committee			Central Committee			Western Committee		
	Regional Board	Member at Large	Total	Regional Board	Member at Large	Total	Regional Board	Member at Large	Total
Principal	3	7	10	2	4	6	2	7	9
Chorus	2	3	5	1	1	2	1	1	2
Stage Mgr.	1	1	2	1	1	2	1	1	2
TOTALS	6	11	17	4	6	10	4	9	13

Joint Officer Nominating Committee

	From Eastern Committee			From Central Committee			From Western Committee			Total		
	Regional Board	Member at Large	Total	Regional Board	Member at Large	Total	Regional Board	Member at Large	Total	Total		
Principal		6			2			3		11		
Chorus		3			0			1		4		
Stage Mgr.		1			0			1		2		
TOTALS that shall have	4	6	10	1	1	2	2	3	5	7	10	17

APPENDIX D
RECIPROCAL AGREEMENT
Between the
Actors' Equity Association of the United States
and the
Canadian Actors' Equity Association

Both Associations pledge themselves to fraternal cooperation in all matters of common interest and to the continual full and free interchange of their respective members across the international border. This principle of free interchange between the two memberships shall be considered to be an integral part of the agreement between the two Associations.

Each Association pledges itself to provide free access to employment opportunities by members of the other Association in its own country, and each Association pledges that it will assist the members of the other Association in obtaining the appropriate governmental permission to work in either one country or the other.

1. **Membership.** Artists who were members of the original "international" Association before the dissolution will be entitled to membership in each "national" Association upon payment of the current dues of each Association and any difference between one initiation fee and the other initiation fee at the time of originally joining the international Association.

Artists who have joined one national Association after dissolution would, upon working within the jurisdiction of the other national Association, be required to join said Association and pay the then current initiation fee and dues. The initiation fee payable shall be reduced by the amount of the initiation fee paid in the first instance to the other Association provided that the member is fully paid-up in the other Association at the time; but the maximum reduction in any case shall not be more than 50% of the full initiation fee of the Association which the artist is joining.

2. **Touring.** It is mutually agreed that members of an entire company whose point of origin is in one jurisdiction shall be permitted to perform

freely with said company in the other jurisdiction without being required to join the other national Association. Such company must be an established theatrical entity of repute, to be attested to by the Association in the country of origin and mutually agreed upon by both Associations. Further, that the following conditions shall apply:

- a) No member shall have his compensation reduced by virtue of the fact that the company is touring within the jurisdiction of the other Association;
 - b) Each member shall receive not less than the minimum compensation set forth in the appropriate agreement and rules of the jurisdiction in which the company is touring, whichever is the greater
3. **Defaulting Management.** Each Association agrees to furnish the other Association on a continuing basis a current list of managements and/or engagers which it has declared to be “unfair”. Each Association pledges that it will not permit its members to enter into a contractual relationship with any management and/or engager which the other Association has declared to be “unfair.” Each Association agrees to take whatever actions may be necessary against managements within its jurisdiction to secure payment of sums owing to members of the other Association, upon request from the other Association.
4. **Joint Standing Committee.** Both Associations hereby agree to create a joint standing committee of not less than four members from each Association (with alternates), which shall meet not less than twice yearly to resolve all matters of interest to both memberships. As far as it is practicable, the place of the meetings shall alternate between the United States and Canada. Both Associations agree to bring any problems which might arise before the joint standing committee of the two Associations. If no agreement can be reached from discussion in this committee, both Associations agree to take the dispute to an arbitration board. This board shall consist of one appointee of each Association, both of whom shall then mutually

agree upon the appointment of a third member of the board who is not a member of either Association and who shall act as chairperson. Both Associations agree to be bound by the decision of the arbitration board.

5. **Limitations.** The terms of this agreement shall apply to members of each Association who are residents of the United States and/or Canada. The term "resident" shall mean a landed immigrant or citizen in Canada and a resident alien or citizen in the United States.

The foregoing shall be an integral part of the dissolution agreement of the Actors' Equity Association (USA) and Actors' Equity Association (Canada). The Constitution or By-Laws of each of the two unions shall acknowledge the existence of this agreement which shall have equal force with all other constitutional provisions contained in either document.

The terms and conditions of the above agreement may not be waived or modified unilaterally. Any change or modification contemplated shall be submitted to the joint standing committee for recommendations to both Councils and memberships.

Agreed to in full:

By the provisional Joint Standing Committee of the two Associations, on December 5, 1975.

(Signed: Theodore Bikel, Donald Grody, Dan MacDonald, A.R. Webster, Burnard Chadwick)

By the Council of the Actors' Equity Association (United States) on January 6, 1976.

By the Canadian Executive Committee (Provisional Council) of Actors' Equity Association (Canada) on December 11, 1975.

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