

CONSTITUTION & BY-LAWS



ACTORSEQUIT Y.ORG

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CONSTITUTION

PREAMBLE

Actors' Equity Association is a national labor union, founded for the purpose of negotiating strong agreements that protect the wages, hours and working conditions of its members; enforcing those agreements; organizing new work opportunities for professional stage managers and actors and pursuing appropriate legislation on matters affecting their profession. Actors' Equity Association values diversity and inclusion, and is aggressive and responsive in seeking equity for all its members. Furthermore, Actors' Equity Association seeks to lead the industry as a voice for the values it has adopted.

ARTICLE 1 NAME

The name of this Association shall be 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 bear the name of the Association and the date of organization. It shall endure until dissolved by action of its National Council and its members, as hereinafter provided.

ARTICLE 2 MEMBERSHIP

Section 1. **Classes of Membership.** The membership shall consist of members, international actor 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 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 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. **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 5. **National Council Authority.** The National Council shall be the sole judge in all matters of election to membership and qualifications of applicants.

Section 6. **Rights of Members.**

(a) The National Council 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 action shall be reported to the membership, and shall not take effect for a period of sixty (60) days. Upon receipt of a petition signed by ten percent (10%) of the members in good standing of the Association within sixty (60) days of Council's action taking effect, approval by two-thirds (2/3) of the members in good standing voting in a referendum shall be necessary to approve Council's action. Action under the disciplinary authority section of Article 3 of this Constitution is not deemed to be action within the meaning of this section 7(b).

Section 7. 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 8. 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 9. Membership Meetings. Provisions relating to the holding and conducting of membership meetings shall be as specifically set forth in the By-Laws.

Section 10. 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, Councilor 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 11. Non-Discrimination. Nothing in the foregoing provisions shall operate against eligibility for membership in the Association on the basis of age, sex, gender, pregnancy, race, color, creed, religion, national origin, ancestry, ethnicity, political affiliation or persuasion, belief, military status, marital status, disability, sexual orientation or gender identity and/or expression.

ARTICLE 3 NATIONAL COUNCIL, REGIONAL BOARDS, EXECUTIVE COMMITTEE, OFFICERS AND COUNCILORS

Section 1. National Council & Subordinate Bodies.

(a) **National Council:** The general management, direction and control of the affairs, funds and property of the Association, the establishment of Union policy and the determination of the relations and obligations of members to the Association, of the Association to members 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. The National Council's authority shall include, but not be limited to:

- (1) To interpret and enforce the Constitution;
- (2) To adopt the Union's financial plan and budget;
- (3) To cause the Union to enter into mutual assistance and cooperation agreements with other organizations;
- (4) To approve collective bargaining proposals, collective bargaining agreements, amendments thereto and waivers;
- (5) To call a strike of the membership in accordance with established policies;
- (6) To order a membership referendum in accordance with Article 7 of the By-Laws;
- (7) To make all decisions regarding the employment of an Executive Director as set forth in Article 3, Section 6 of the By-Laws;
- (8) To adopt and oversee the implementation of the Union's organizing strategy;
- (9) To exercise the Union's appointment and removal power with respect to representatives of all entities and organizations in which the Union participates, including but not limited to the appointment and removal of the Union trustees on the Equity benefit funds;
- (10) To propose constitutional amendments for the Convention's or membership's consideration;
- (11) To establish committees and approve the appointment of committee members and chairs;
- (12) To hear and determine appeals from charges against any member in accordance with the procedures set forth in Article 10, Section 5 of the By-Laws;
- (13) To recommend an increase in dues to the Convention or membership;
- (14) To adopt such policies and procedures as the National Council deems necessary or appropriate for the governance or operations of the Union.

(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 (5) Councilors 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 seventy-five (75) members in good standing. Sixty-six (66) Councilors shall be from the three (3) geographic Regions, elected in numbers proportionate to the number of members in good standing residing within each Region and proportionate to the employment category distribution of each Region, as specifically set forth in the By-Laws. There will be at least one (1) designated seat for each employment category in each geographic region. Nine (9) At-Large Councilors shall reside in areas outside of the greater New York, Los Angeles and Chicago metropolitan areas, provided that these Councilors shall be elected proportionate to the number of members in good standing residing in each Region.¹

(b) Officers and Councilors from each Region shall be members of the applicable Regional Board as specifically set forth in the By-Laws.

(c) The number of members in good standing residing in each Region and the employment category distribution of each Region shall be reviewed every six (6) years as of the end of the 2018-19 season. Adjustments, if any, to the distribution of Councilors 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 fewer than two (2) Equity contracts performing principal work, or
- (2) under one Equity contract performing principal work for no fewer than ten (10) weeks.

¹ By no later than December 31, 2023, the Council will review the number and distribution of At-Large seats and may, by a two-thirds (2/3) majority vote, make adjustments it deems appropriate, if any.

(b) **Chorus:** A member performing chorus work shall mean a member in good standing who has worked either:

- (1) under no fewer than two (2) Equity contracts performing chorus work, or
- (2) under one (1) Equity contract performing chorus work for no fewer than ten (10) weeks.

(c) **Stage Manager:** A member performing stage managerial work shall mean a member in good standing who has worked either:

- (1) under no fewer than two (2) Equity contracts performing stage manager work, or
- (2) under one (1) Equity contract performing stage manager work for no fewer than ten (10) weeks.

(d) **At-Large Councilor:** A member serving as an At-Large Councilor must meet the employment qualifications for either the principal, chorus or stage manager category.

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

(a) Councilors shall be elected by the members in good standing every two (2) years in accordance with the By-Laws and rules established by the National Council. One half of the Councilors shall be elected every two (2) years in accordance with these rules.

(b) Councilors shall be elected for a term of four (4) years, except as provided below.

(c) In the case of the death, resignation or removal of a Councilor, the National Council shall elect a qualified member in good standing from the applicable Region, employment or At-Large category to serve as a replacement until the next biennial election, and a qualified successor who shall be a member in good standing from the applicable Region, employment or At-Large category, shall be elected at the next biennial election for the remainder of the Councilor'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 biennial 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. The President and Regional Vice Presidents will be elected in one election cycle, and the First Vice President, Second Vice President, Third Vice President and Secretary/Treasurer will be elected in the alternate election cycle.

(b) **Term.** Each Officer shall hold office for a term of four (4) years. In the case of death, resignation or removal of an Officer, the National Council shall elect a qualified member in good standing from the applicable Region, employment, or At-Large category to serve as a replacement until the next biennial election, and a qualified successor

who shall be a member in good standing from the applicable Region, employment or At-Large category shall be elected at the next biennial election for the remainder of the term.

Section 6. Removal of Councilor.

(a) A Councilor may be removed by a two-thirds (2/3) referendum vote of the members of the National Council voting in said referendum and the seat declared vacant if the Councilor is absent, without good reason, from four (4) consecutive regular National Council meetings and does not tender a resignation or show good cause within four (4) 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, employment or At-Large category to serve as a replacement until the next biennial 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 (1) vote for each Officer and each Councilor 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.

ARTICLE 4 CONVENTION

Section 1. Frequency, Time and Location of Convention. There shall be a Convention at a time and place determined by the National Council. The Convention shall be held on an annual basis for the first two (2) years

and thereafter on a biennial basis or as otherwise determined by the National Council.

Section 2. Authority of Convention. The decisions of the Convention shall be binding on the National Council, the National Officers, the Regions, the Liaison Areas, all committees and the members of the Union. The Convention shall have authority not expressly reserved to the National Council under Article 3, Section (1)(a)(1)-(14). Its authority shall include, but shall not be limited to:

- (a) Adopting resolutions;
- (b) Increasing initiation fees and dues; and
- (c) Approving amendments to this Constitution as provided in Article 6, Section 2 of the Constitution.

Section 3. Delegates.

(a) **Delegate Composition.** Delegates to the Convention shall consist of:

- (1) Members of the National Council, including the Officers;
- (2) One-hundred (100) Regional Delegates, allocated as set forth in Section 3(b), below; and
- (3) One (1) Delegate from each Liaison Area.

(b) **Regional Delegates.** The number of Delegates from each Region shall be proportionate to the percentage of total members in good standing residing in each Region. The Eastern Regional Delegates shall be elected by the members in good standing residing in the Eastern Region; the Central Regional Delegates shall be elected by the members in good standing residing in the Central Region; and the Western Regional Delegates shall be elected by the members in good standing residing in the Western Region.

(c) **Liaison Area Delegates.** The Delegate for each Liaison Area shall be elected by the members in good standing residing in that Liaison Area.

(d) **Category Representation.** Each Region shall conduct its Delegate elections so that all employment categories (Principal, Chorus and Stage Manager) are represented proportionate to the members in good standing in those employment categories in each Region.

(e) **Census.** Based on the census referred to in Article 3, Section 2(c), the Executive Director will make a report to the National Council certifying the number of members in good standing residing in each Region.

(f) **Nomination and Election Procedures.**

- (1) Liaison Area and Regional Delegates shall be nominated and elected in secret ballot elections in accordance with the policies and procedures established by the National Council.
- (2) A member in good standing shall only be entitled to run for one Delegate position in each biennial Delegate election.

(g) Delegate Eligibility.

(1) Only a member in good standing who has attained the age of 18, who meets the applicable Regional, Liaison Area, or Principal, Chorus or Stage Manager employment category qualifications, shall be eligible to be a Delegate.

(2) No member who is in Conflict of Interest, as defined by the By-Laws, shall be eligible to serve as a Delegate.

(h) Delegate Credential Procedures. The National Council shall adopt policies and procedures governing the credentialing of Delegates.

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

Section 4. Quorum and Voting. Subject to section 6(c) below:

(a) A quorum at a Convention shall consist of Delegates holding a majority of the votes.

(b) Each Regional Delegate will be entitled to the number of votes equal to the number of Delegates in the Delegate's Region divided by the number of members of the Delegate's delegation registered and attending the Convention.

(c) Each Liaison Area Delegate will be entitled to one (1) vote.

(d) Councilors and Officers will be entitled to the number of votes equal to the total number of Councilors and Officers divided by the total number of Councilors and Officers registered and attending the Convention.

Section 5. Proxy and Assigned Voting. Subject to section 6(c) below:

(a) Proxy voting shall not be permitted.

(b) If the sole Delegate in a Liaison Area is unable to attend the Convention, the Delegate may assign the Delegate's vote(s) to a Delegate from another Liaison Area.

Section 6. Procedural Issues.

(a) Proposed resolutions must be submitted to the Executive Director at least forty-five (45) days prior to the Convention or as otherwise provided in policies or procedures established by the Convention or the National Council. Proposed resolutions must be signed by at least ten percent (10%) of the Delegates or as otherwise provided in policies or procedures established by the National Council.

(b) Proposed amendments to the Constitution must be submitted to the Executive Director at least forty-five (45) days prior to the Convention or as otherwise provided in policies or procedures established by the National Council. A proposal to amend the Constitution must be the result of (a) a National Council resolution or (b) a petition signed by at least twenty percent (20%) of the Delegates or as otherwise provided in policies or procedures established by the National Council.

(c) The National Council may adopt rules and procedures concerning the submission of resolutions, the seating of Delegates, issues of voting and other procedures governing the conduct of the Convention.

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

(e) Prior to the commencement of the Convention, the President, with the approval of a majority of the National Council voting, may appoint the necessary committees to conduct the Convention's activities including, but not limited to, a Credentials Committee and such other Delegate committees as the President and the National Council deem appropriate.

Section 7. Convention Review. By no later than ninety (90) days after the conclusion of the second annual Convention, the Council shall conduct a review of the Conventions. Unless expressly reauthorized by Council within one hundred and twenty (120) days from the conclusion of the second annual Convention, this Article 4 (and related provisions) will automatically be deleted, and there will be no further Conventions.

ARTICLE 5 BIENNIAL ELECTION OF OFFICERS AND COUNCILORS

Section 1. Biennial Election. The biennial election shall be conducted by mail and/or electronic ballot. The ballots for said election, together with appropriate 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.

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 biennial election, or any other election held pursuant to this Constitution, the presiding Officer shall appoint no less than three (3) members in good standing to act as a proxy committee and as inspectors and tellers for the election, whose duties it shall be to count and declare the result of the votes cast at such election, unless the National Council engages the services of an independent agency to count and declare the results.

Section 3. Nominations By Petition. Nominations shall be by petition in accordance with rules established by the National Council. In any uncontested election, the candidate(s) shall be deemed elected, without the need for a ballot election.

Section 4. Procedures. The procedures and rules for the conduct 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 6 AMENDMENTS TO CONSTITUTION

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

Section 1. By Referendum.

(a) This Constitution may be amended by a 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 vote of the members in good standing; or

(2) At the written request, filed with the Executive Director, of twenty-five percent (25%) of the active members in good standing to submit any proposed amendment(s) to a referendum vote of the members in good standing, provided, however, that the National Council may also submit alternative amendment(s) in such 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 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 ninety (90) days after either the National Council's determination to submit any proposed amendment(s) to a vote of the members in good standing or after the submission of any proposed amendment(s).

Section 2. By Convention.

(a) The Constitution may be amended by a two-thirds (2/3) vote of the Delegates voting at the Convention, provided that the Delegates have received at least thirty (30) days' notice of the proposed amendments. A proposal to amend the Constitution at the Convention shall be acted upon if: (a) it has been approved by a National Council resolution; or (b) a petition signed by twenty percent (20%) of the Delegates has been submitted to the Executive Director at least forty-five (45) days before the Convention. Upon receiving such resolution or petition, the Convention shall consider the proposed Constitutional amendment.

(b) Notwithstanding anything to the contrary contained in this Constitution, the Convention shall not have authority to amend the following provisions of this Constitution:

(1) Article 3 (Internal governance structure)

(2) Article 4, Section 2 (Authority of Convention)

(3) Article 6, Section 1 (Referendum)

(4) Article 10 (Dissolution)

(5) This Article 6, Section 2(b) (Limitation on amendments by

ARTICLE 7 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 Convention, the National Council, any committee duly authorized, shall be binding upon each member from the time when it is lawfully made, regard- less of any rights which any member may have acquired by reason of the rules in force prior to such amendment(s).

ARTICLE 8 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 (7) days after the delivery of same for mailing at the post office, or online posting to the membership. Notice so given shall be deemed to be due and complete notice to each member in good standing.

ARTICLE 9 REAL ESTATE

No member or Councilor 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 10 DISSOLUTION

Section 1. This Association may be dissolved at any time by resolution of the National Council and by the approval of seventy-five percent (75%) of the members in good standing voting in a 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 11 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 sixty percent (60%) of the members in good standing voting in a referendum on said resolution, and by compliance with the laws of the State of New York in this regard.

ARTICLE 12 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 1 MEMBERSHIP MEETINGS

Section 1. **Membership Meetings.** A Membership Meeting for the members in good standing in each Region shall be held no less frequently than once in every non-Convention year.

Section 2. **Notice of Membership Meetings.** Notice of the time and place of said Membership Meetings shall be given to members in good standing at least two weeks prior to said meetings.

Section 3. **Purpose of Membership Meetings.** Membership meetings will be informational meetings to discuss issues of interest and concern to the members.¹

ARTICLE 2 NATIONAL COUNCIL and REGIONAL BOARDS

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

(a) There shall be no greater than seventy-five (75) Councilor seats, distributed by Region and by employment category totals, and including the At-Large seats.

(b) Subject to possible future modification, in accordance with Article 3, Section 2 of the Constitution, approximately one-half (1/2) of the Councilors shall be elected every two (2) years.

Section 2. **Composition of Regional Boards.** There shall be three (3) 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 Councilors and Officers resident in the Eastern Region shall comprise the members of the Eastern Regional Board. The term of the Eastern Regional Councilors shall be for four (4) years.

(b) **Central Regional Board:** A number equal to all Councilors 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-Councilor Regional Board members resident in the Central Region, among whom would be some number of At-Large non-Councilors residing outside the Chicago metropolitan area, to a maximum total number of twenty (20) Board members (except as laid out below), inclusive of all Councilors and Officers resident in the Central Region and non-Councilor Central Regional Board members.

¹ For a transitional period ending at the conclusion of the first two annual Conventions, two (2) Membership Meetings will be held each year in each Region and one (1) Membership Meeting will be held each year in each Liaison Area. During this transitional period, members may vote on resolutions at Regional and Liaison Membership Meetings, provided that all approved resolutions will be submitted for review by the Convention, rather than by the National Council. Resolutions from the Regional Membership Meeting must be passed in accordance with established procedures. Resolutions from the Liaison Area Membership Meetings must be passed by at least twenty (20) members. Approved resolutions must be submitted to the Executive Director at least forty-five (45) days prior to Convention and must be signed by at least ten percent (10%) of the Delegates in the same manner as provided in Article 4, Section 6(a) of the Constitution. At the end of the transitional period, the foregoing procedures will automatically cease.

Non-Councilor Board Members whose seats are made redundant by an election of an Officer or Officers resident in the Region, or by a change in Regional Residency of an existing Officer or Officers that increases the number of members of a Regional Board to more than 20, shall be permitted to retain their Board membership until the expiration of their current term of office.

The number of Central Regional At-Large Councilor and non-Councilor Board seats, if any, shall be in the same proportion to the size of the Central Regional Board as the number of At-Large Councilors to the size of the National Council.

The remaining Councilor and non-Councilor Board seats, if any, shall have a proportionate distribution by employment category.

There will be at least one (1) designated At-Large seat and one (1) designated seat for each employment category represented by the non-Councilor Board seats.

The Central Regional Councilors shall have a term of four (4) years and the non-Councilor Central Regional Board members shall have a term of four (4) years. Said non-Councilor 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-Councilor Board member election, there be no contest among candidates for said seats, the nominee(s) shall be deemed elected, without the need for a ballot.

(c) **Western Regional Board:** A number equal to all Councilors and Officers resident in the Western Region shall comprise the members of the Western Regional Board. The term of the Western Regional Councilors shall be four (4) years.

Section 3. Change of Residency. If a Councilor or Regional Vice President changes official residency to a Region other than the Region from which said Councilor or Vice President was officially resident when elected, said Councilor 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. All National Council meetings shall be conducted by telephonic or other audio-visual connection. Members connected by telephone or other audio-visual connection 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 fifteen (15) Councilors. Such special meetings may be called at any time on not less than twenty-four (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 twenty percent (20%) of the applicable Regional Board members.

(d) **Quorums.**

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

(2) **Eastern Regional Board:** Eight (8) members of the National Council from the Eastern Region shall constitute a quorum.

(3) **Central Regional Board:** Three (3) 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 twenty (20) seats, as hereinabove provided, the quorum shall be fixed at five (5).

(4) **Western Regional Board:** Seven (7) 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 the 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. Councilors 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 (7) days' notice has been given. In such case, two-thirds (2/3) of the members of the National Council present and voting shall concur in order to effect such removal or discipline.

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 Councilor 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-Councilor 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 matters 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, Councilor 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, Councilor or employee at the time such expenses are incurred, except in such cases wherein the Officer, Councilor 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, Councilor 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, Councilor or employee and may employ counsel and fully participate therein.

ARTICLE 3 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 Councilors under such rules as the Council may, from time to time, establish. Emeritus Officers and Councilors 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 Executive Director.

(c) **Contract Terms.**

(1) **Executive Director.** There shall be a three-year (3) contract term for any new Executive Director. The second contract term for an Executive Director shall be for three (3) years. After two (2) consecutive contract terms (six (6) years) subsequent contract terms shall be for three (3), four (4) or five (5) years, as determined by the National Council.

(2) **Assistant Executive Directors.** There shall be a two-year (2) contract term for any new Assistant Executive Director. The second contract term for an Assistant Executive Director shall be for two (2) years. After two (2) consecutive contract terms (four (4) years) subsequent contract terms shall be for two (2) or three (3) 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 (2) and no more than four (4) 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 (6) 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 (4) months prior to the expiration of the Executive Director's contract.

(2) **Assistant Executive Directors.** Not later than four (4) 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 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 4 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 National Council or Regional Boards, as applicable.

ARTICLE 5 AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be amended by a two-thirds (2/3) 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 ten (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.

Section 2. The National Council meeting at which the amendment(s) is considered may adopt, amend and adopt, or reject the proposed amendment(s).

Section 3. Changes in these By-Laws shall be published to the Members.

ARTICLE 6 CONFLICT OF INTEREST

Section 1. **Employer-Member Defined.** An “employer-member” within the meaning of this By-Law shall include any member who meets any of the following provisions relating to theatrical employment:

- (a) employs stage managers or actors;
- (b) is a producer, artistic director, managing director or executive director or is listed or billed as such, whether under an Equity contract, code or other internal membership rule or on a non-Equity production;
- (c) signs contracts on behalf of an employer;
- (d) posts bond with Equity as a signatory employer or guarantor;
- (e) is registered to do business as a theatrical producer;
- (f) is a member of a producers’ or managers’ association; or
- (g) is a theatre owner or theatre lease holder.

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

- (a) Any member who is an employer-member, 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 the Convention, National Council, Regional Board, committee, cast and membership meetings; and “members” shall be deemed to include members serving as Officers, Councilors and Regional Board members.
- (c) Except for an employer-member who is a signatory to an Equity code or other internal membership rule, for whom the period shall be three (3) months, an employer-member shall be excluded from Equity meetings for one (1) 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 7 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 8 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 9 MEMBERSHIP AND DUES

Section 1. Fees and Dues.

- (a) The initiation fee shall be \$1800, effective January 1, 2022.
- (b) The annual dues for members shall be in accordance with the following schedule:
 - (1) **Basic Dues.** Half of the annual basic dues shall be paid to the Association semi-annually, on the first day of May and the first day of November. The annual basic dues shall be \$176, effective April 1, 2021.
 - (2) **Working Dues.** In addition to the basic dues as set forth above, each member shall pay to the Association weekly 2.5% of gross earnings within the jurisdiction of the Association, effective November 10, 2019. (Gross earnings shall not be deemed to include the minimum out-of-town expenses and/or per diem payments negotiated by the Association.)
 - (3) **Increase in dues.** No increase in dues or initiation fees shall be authorized except by a majority vote of the members in good standing voting in a secret ballot referendum or by a two-thirds (2/3) vote of Delegates at the Convention.

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 (2/3) 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 10) 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 thirty (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 ten (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. 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 10 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, Councilors 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;
- (e) working as a performer or stage manager in any form of theatre under the jurisdiction of the Association, as determined by the National Council, without benefit of an Equity employment contract or code, unless prior written consent by the Association has been granted;
- (f) indebtedness to the Association;
- (g) 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.

(h) **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 proffered 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 proffered by members in good standing or by the Association.

(c) Charges may be proffered against a member for engaging in any of the acts, whether by commission or omission, referred to herein above.

(d) 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 advise 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 (5) business days from the date of their receipt with the request that the charges be clarified.

(e) Within ten (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 (5) business days, refer the charges to a hearing panel for appropriate action.

(f) 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 (5) business days of making the determination. The charging party may appeal this determination, within ten (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.

(g) 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.

(h) 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 Panel.

(a) The Regional Boards shall constitute the permanent pool for chairpersons and vice-chairpersons of hearing panels. In the event of an appeal to the National Council as hereinafter outlined, any Councilor or Officer who served on the hearing panel shall be disqualified from participating in the deliberations attendant upon and/or the subsequent voting upon said appeal.

(b) Each disciplinary hearing panel shall be composed of five (5) members in good standing, including the panel chair and vice chair. The Regional Vice President will fulfill the duties of chair for each panel in their region, absent a recusal. The procedures for recusals, including recusals due to a conflict of interest, may be found in Equity's Disciplinary Hearing Policy. A total of three (3) members in good standing shall constitute a hearing panel quorum, of whom one must be either the chair or vice chair of the panel.

The pool of members from which the hearing panel is selected shall comprise a combination of Regional Board members and members-at-large who have indicated interest in participating, and Equity's practices for populating these pools shall prioritize diversity and inclusion. Each Disciplinary Hearing Panel Chair will be charged with assembling a diverse and representative panel, in accordance with Equity's Disciplinary Hearing Policy.

(c) Should it deem appropriate, the National Council may establish special hearing panel 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 panels and may establish procedures for said panels provided that all such procedures are consistent with the rights to due process which shall be afforded to all members under the provisions of this Discipline Article. Such special hearing panels and procedures shall only be established by a two-thirds (2/3) vote of Councilors present at a duly announced and scheduled National Council special order of business.

(d) Within ten (10) days of the selection of the hearing panel, 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 panel may require. The executive shall have no right to vote on any decision or recommendations of the panel. In the event that the charges are brought forward by the Association as an institution, a neutral

executive shall assist and advise the hearing panel.

(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 panel, 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 panel 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 panel shall make the decision on all evidence available to it.

(g) The hearing panel 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 adjourned.

(h) The hearing shall be declared closed when the chairperson of the hearing panel is satisfied that the accuser and the accused have concluded their respective presentations.

(i) No member of the hearing panel shall participate in the decision, recommendation or judgment unless said member has heard all of the testimony. The hearing panel 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 panel 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 to Council.

(a) Either the accused or the accuser may appeal to the National Council from the decision of the hearing panel, provided such appeal is filed with the National Council within ten (10) business days from the date of receipt of the hearing panel'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 hearing panel. The National Council's decision shall be final and binding.

Section 6. **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 panel shall be deemed to be the decision of the National Council and enforceable as such.

APPENDIX A

Composition of National Council

2022	EAST	CENTRAL	WEST	TOTAL
Principal	24	4	13	41
Chorus	12	1	2	15
Stage Mgr.	6	1	3	10
At-Large	6	1	2	9
TOTALS	48	7	20	75

APPENDIX B
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.

APPENDIX C

AMENDMENTS TO THE CONSTITUTION

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	June 3, 1949	October 12, 1982
September 21, 1928	January 5, 1951	January 13, 1984
January 28, 1930	June 5, 1953	September 27, 1991
February 4, 1930	June 3, 1954	November 13, 1992
February 11, 1930	May 27, 1955	December 15, 1992
January 12, 1931	September 25, 1959	October 14, 1994
November 17, 1931	March 14, 1963	October 13, 1995
November 1, 1932	January 7, 1966	April 5, 2002
June 2, 1933	September 30, 1966	January 10, 2003
June 1, 1934	September 27, 1968	September 16, 2003
September 28, 1934	June 18, 1971	February 21, 2006
May 27, 1935	March 29, 1973	December 17, 2013
October 17, 1936	May 9, 1974	June 1, 2019
May 4, 1937	January 7, 1977	June 16, 2020
October 12, 1937	October 7, 1977	April 25, 2021
October 8, 1940	October 13, 1978	July 20, 2021
January 9, 1942	October 12, 1979	August 16, 2022
March 22, 1948	January 11, 1980	

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