



**Los Angeles
Local Constitution**

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Los Angeles Local Constitution

This Local Constitution shall govern the affairs and activities of the Los Angeles Local of SAG-AFTRA, subject to the provisions of the SAG-AFTRA Constitution and the policies and procedures adopted by the SAG-AFTRA National Board.

1 Members

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

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

2 Membership Meetings

2.1 Regular meetings of the Local membership shall be held once per calendar year. Special meetings of the membership may be called at any time by the Local President or by a majority vote of the Local Board members voting on the matter.

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

2.3 All regular membership meetings shall be held at the Local's principal office (if one exists) or at such other location as the Local Board shall determine. Special and emergency membership meetings shall be held at such location as may be designated by the Local Executive Director.

2.4 A quorum for any membership meeting shall be 10% of the membership in good standing. Meetings may continue in the absence of a quorum but any decisions made will be advisory to the Local Board. Each member who is present shall have one vote.

2.5 Any regular membership meeting at which a quorum is present may transact any business coming before the meeting without prior notice of the business to be transacted, except that the meeting notice shall specifically state if the business will include (a) a vote on changes to the Local Constitution, (b) a vote involving an expenditure of union funds, or (c) a vote on any resolution to overturn a decision of the Local Board. A special or emergency meeting may not conduct any business other than the business for which the

meeting was called. Unless this Constitution or Roberts Rules of Order Newly Revised otherwise provide, all decisions shall be by a majority of those voting.

2.6 Minutes shall be kept of all membership meetings.

3 Officers

3.1 The Local's members shall directly elect the following officers: President, First Vice President, and Second Vice President. Candidates may run for only one local officer position in any election. The President will be elected by a plurality of the votes cast. The First and Second Vice President will run in a single consolidated election and the candidate with the greatest plurality shall be elected First Vice President and the candidate with the second highest plurality shall be elected the Second Vice President. All officers shall serve two-year terms.

3.2 The President shall be the principal officer of the Local and shall preside at all membership and Local Board meetings. The President shall oversee the keeping of the Local's records and minutes and the publication of all notices required by this Constitution.

3.3 All directly elected local officers shall serve as delegates to the SAG-AFTRA Convention.

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

3.5 The Vice Presidents shall serve in the President's absence in their designated order. If the Vice Presidents are unavailable, the Local Board shall designate an officer to perform the duties of the President.

4 Local Board

4.1 The Local Board shall consist of forty-five (45) Local Board members, provided that the number will be increased to as many as forty-eight (48) Board members in the event that a Local Officer(s) is not simultaneously elected to a Local Board seat(s). No Local Board member shall be entitled to more than one vote.

4.1.1 Where a board member is the sole representative of a category or category grouping defined in Section 5.2, or the Actor/Performer category, the convention delegate of the same category or category grouping with the highest convention delegate vote plurality who is willing to serve shall serve as the alternate for that board member. The alternate shall serve for that board term, provided that the board member remains the sole representative of the category or category grouping. The alternate may attend local

board meetings and participate in all discussions, but may make motions and vote only in the absence of the board member.

4.2 Subject to the provisions of Section 5.2 below, the election of Local Board members shall be determined by a plurality of votes.

4.3 Should a Local Officer who is simultaneously elected to the Local Board resign his or her non-Officer Local Board seat, such non-Officer Local Board seat shall not constitute a permanent vacancy, and shall not be filled.

4.4 Should a Local Officer who is simultaneously elected to the Local Board resign his or her Local Officer seat, such seat shall constitute a permanent vacancy.

4.5 Should a Local Officer who is simultaneously elected to the Local Board resign both seats both seats shall constitute permanent vacancies.

4.6 Local Board members shall serve two-year terms.

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

4.8 The Local Board shall be responsible for the general management, conduct and control of the business affairs of the Local. The Local Board may adopt rules or policies that the Local Board deems necessary or appropriate to conduct the Local's business affairs, subject to approval by the SAG-AFTRA National Board. Such rules or policies shall not contravene this Constitution or the Constitution and policies of SAG-AFTRA.

4.9 Regular meetings of the Local Board shall be held at least four (4) times per year. Special meetings may be called at any time by the Local President, Local Executive Director, or by a majority of the Local Board. All meetings shall take place in the Local's principal office unless otherwise determined by the Local Board. At least ten (10) days' notice shall be given to the Local Board members of any Local Board meeting at which the Local Board will select a replacement for any vacant Local or National Officer or Board member position. Meetings of the Local Board shall adjourn or recess by 11:00 p.m. unless extended by a two-thirds vote of the board. Such an extended meeting shall nonetheless adjourn or recess no later than midnight. Any such recessed meeting shall not resume sooner than twelve hours after the recess.

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

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

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

4.13 The Local Executive Director shall cause an electronic poll of the Local Board to be conducted if he or she, or any of the following, determines that a matter requires immediate attention: The President or one-third (1/3) of the Local Board members, including at least one (1) Local Officer. Such poll must be sent to the entire Local Board. Any action taken by electronic poll shall require an affirmative vote of a majority of the entire Local Board, except that an action requiring a supermajority vote shall require an affirmative vote of the same supermajority of the entire Local Board. The Local Board's action shall be effective immediately, and the Local Executive Director shall promptly inform the Local Board members of the outcome of the electronic poll.

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

5 Elections, Eligibility and Vacancies

5.1 The nomination and election of Local officers, Local Board members, National Board members, and delegates to the SAG-AFTRA Convention shall be conducted on a schedule established by the SAG-AFTRA National Board and in accordance with the SAG-AFTRA Constitution and election policies and procedures adopted by the SAG-AFTRA National Board. Where nomination petitions are permitted, a petition shall require no fewer than 30 signatures of members in good standing of the Local for Local and National Board members and 50 signatures of members in good standing of the Local for Local Officers, and one signature of a member in good standing of the Local for convention delegates.

5.2 In accordance with the Los Angeles Local's obligation to ensure proper categorical representation, one seat on the National Board and one seat on the Local Board will be reserved to be filled by the declared member of each of the following categories that receives the largest number of votes in each election: a) singer/recording artist; b) dancer; c) stunt performer; and d) broadcaster. The specific seats will be assigned in accordance with policies established by the Local Board.

5.3 Each convention delegate seat assigned to the Local shall be allocated to one of the seven membership categories (excluding those seats that are held ex-officio), in proportion to the number of paid up members in good standing in each of those

categories at the time of the relevant census. Notwithstanding the foregoing, each category will be assigned no fewer than one delegate regardless of its proportion of the membership. Local members are eligible to vote for convention delegates only within the member's declared category.

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

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

5.6 Any vacancies in Local Board positions shall be filled among the eligible elected Convention Delegates, in the event of resignation or death, by designation of a replacement from among the eligible elected Convention Delegates by the resigning or deceased board member pursuant to policies established by the Local Board, or alternatively by nomination of a replacement from among the eligible members of the Local by the resigning or deceased board member pursuant to policies established by the Local Board, subject to the approval of the Local Board, or otherwise from among the eligible members of the Local by a majority of the Local Board members voting at any Local Board meeting. All replacements shall serve until their successors are elected.

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

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

6 Collective Bargaining Agreements

6.1 All Local collective bargaining agreements and amendments shall be ratified by majority vote of the members affected thereby and voting thereon. Such vote shall be conducted either in an electronic or mail referendum or in any meeting called for that

purpose, subject to approval by the Local Board and final approval by the SAG-AFTRA National Board or its designee. The Local Board may approve waivers and minor amendments to such agreements, subject to policies and procedures established by the SAG-AFTRA National Board or its designee.

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

7 Relationship to SAG-AFTRA

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

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

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

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

8 Amendments

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

8.2 Amendments may be proposed by a majority vote of the members voting at a membership meeting, by the Local Board, or by petition signed by no less than ten percent (10%) of the Local's members filed with the President of the Local or his or her designee. Such proposed amendments shall be voted on at the next membership meeting

except that in the case of a petition, such meeting shall be at least thirty (30) days after the filing of the petition.

8.3 Separate and distinct from the requirements set forth in Sections 8.1 and 8.2, the Local Board shall have the additional power to approve amendments to the Local Constitution, subject to all of the following:

- (a). Written or electronic notice shall have been given to all members of the Local Board at least thirty (30) days in advance of the Local Board meeting at which such amendment is to be considered for adoption; and
- (b). Such amendment can only be adopted in the presence of a quorum and by an affirmative vote of two-thirds of those present and voting, and
- (c). Such amendment will only become effective upon the approval of the National Board of Directors (or the Executive Committee, if such authority has been delegated by the National Board of Directors).

9 Rules of Procedure

The Local Board may adopt such Rules of Procedure consistent with this Constitution, as it deems appropriate, provided that the Local Board members must receive notice of the proposed rules fourteen (14) days prior to the meeting at which such rules are to be considered. All such rules shall be binding upon each Local member.

10 Miscellaneous

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

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

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