



Seattle
Local Constitution
January 10, 2015

This Constitution is in effect for the governance and affairs of the SAG-AFTRA Seattle Local in accordance with Article X of the Constitution of the Screen Actors Guild – American Federation of Television and Radio Artists (“SAG-AFTRA”).

1. Members:

1.1 The SAG-AFTRA Seattle Local shall comprise all SAG-AFTRA members who reside within the Local’s jurisdiction as determined by the SAG-AFTRA National Board. Membership in this Local shall be 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 Meetings of the Local membership shall be held at least once a year, or more frequently as the Local Board shall determine, at such places and times as the Local Board shall determine.

2.2 A special membership meeting may be called by the Local President, or as directed by a majority of the Local Board, or by a petition specifying the purpose of such meeting signed by 10% or more of the Local membership.

2.3 Except as otherwise set forth in this Constitution, notice of any membership meeting shall be given by mail or electronic means at least thirty (30) calendar days in advance. Notice shall also be posted in the Local’s office and published on the Local’s website or webpage. 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 of the meeting. Notice of special membership meetings shall be given in the same manner at least ten (10) calendar days in advance. An emergency meeting may be called by the President and any two (2) other officers and may be held on twenty-four (24) hours’ notice if circumstances require immediate action.

2.4 A quorum for any membership meeting shall be 10% of the membership present in person. If a quorum is not achieved, any action taken by the members at such meeting shall be advisory to the Board. Each member who is present shall have one vote.

2.5 Any regular membership meeting at which a quorum is achieved may transact any business coming before the meeting without prior notice of the business to be transacted, except that the meeting notice shall specifically state if the business will include (a) any nomination or election of SAG-AFTRA National Board members, Local officers, Local Board members, or Convention delegates, (b) a vote on changes to this Constitution, (c) a vote requiring an expenditure of Union funds, or (d) a vote on any resolution to overturn a decision of the Local Board. A special or emergency meeting may not conduct

any business other than the business for which the meeting was called. Unless this Constitution otherwise provides, all decisions shall be by a majority of those voting.

2.6 Minutes shall be kept of all membership meetings.

3. Officers:

3.1 The members of the Local shall directly elect the following officers: President, Actor/Performer Vice President, Broadcast Vice President and Secretary. 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, shall serve as a Convention delegate, and shall perform such other duties as the Local Board shall determine. The President shall, in consultation with the Local Board, establish committees and appoint committee chairs, and shall be an ex-officio member of all committees except the Elections Committee. The President may be a voting member of a committee at the pleasure of the committee.

3.3 The Vice Presidents shall have such powers and perform such duties as the Local Board shall determine. In the President's absence or inability to act, the Vice Presidents shall jointly discharge the duties of the President.

3.4 The Secretary shall monitor the finances of the Local, maintain the minutes of the Local, shall chair any finance review committee, and shall perform such other duties as the Local Board shall determine. In the absence of the President and Vice Presidents, the Secretary shall chair meetings of the Local and the Local Board. In the absence of the Secretary, the Board shall appoint a temporary chair.

3.5 A National Board member(s) shall represent the Local as a member(s) of the National Board of Directors and shall keep the Local and the Local Board informed of the activities of the National Board.

4. Local Board:

4.1 The legislative body of the Local shall be a Board of Directors, comprising the Local's titled officers, the National Board member(s) representing the Local during the first two years of their National Board term, the Alaska Board member and eleven (11) additional Board members-at-large. The Local Board members shall serve two-year terms. One (1) Board member shall reside in Alaska and shall attend meetings of the Board by teleconference at the expense of the Union and may attend any meeting in person at his/her own expense. The Alaska Board member may also attend one Local Board meeting in each calendar year at the expense of the Union. The Alaska Board member shall be elected by members residing in Alaska in accordance with this

Constitution. The Local Board may be increased in the future to include a Board member from Idaho or a Board member from Montana or both, each to be elected and to attend meetings in a manner to be determined by the Local Board. The Local Executive Director shall be a liaison to the Board.

4.2 Members may run concurrently for a National Board, local officer, local board and convention delegate position, but may not hold more than one position, except as provided in 4.3 below.

4.3 Any member may serve concurrently as a National Board member and Local Board member, provided such member shall not have more than one vote on the Local Board. During the first two years of his/her term, the National Board member(s) shall serve as a member of the Local Board until the next regular biennial election. At the next regular biennial election, the National Board member may run for a two-year Local Board term including an officer position pursuant to this Constitution. In the event the National Board member fails to run or to be elected to a Local Board position at that time, the National Board member shall be entitled to attend all meetings of the Local Board and to participate in its discussions and debate for the remainder of his/her National Board term, but without the right to vote, make motions or otherwise be considered a member of the Local Board. A member may serve concurrently as a Convention Delegate and an officer, National Board member and/or Local Board member.

4.4 The Local Board shall be responsible for the general management, conduct and control of the business, funds and property of the Local. The Local Board shall consult with the Local Executive Director in connection with his/her responsibility to submit proposed budgets for the Local. The Local Board may adopt rules or policies that it deems necessary or appropriate to conduct the Local's business. Such rules or policies shall not contravene this Constitution nor the Constitution and policies of SAG-AFTRA. The National Executive Director shall secure the approval of the Local Board before, and as a condition of, hiring a Local Executive Director.

4.5 The Local Board shall meet regularly six (6) or more times each year, at such places and times as the Board shall determine, with at least one (1) meeting in each calendar quarter.

4.6 Notice of each Local Board meeting shall be given by mail or electronic means to each Local Board member at least ten (10) days in advance of the meeting. In the event of an emergency, notice may be given by telephone or electronic means at least twenty-four (24) hours in advance. Such notice shall state the date, time and place of the meeting and, in the case of an emergency meeting, the specific purpose of the meeting. Such meetings may be called by the President in his/her discretion, and must be called by the President at the stated request of no fewer than three (3) members of the Board.

4.7 One-third of the membership of the Local Board shall constitute a quorum for the conduct of all business. Except as otherwise provided for in this Constitution or the SAG-

AFTRA Constitution, all decisions shall be made by a majority of those present and voting. Failing a quorum, any action taken shall be advice to the Board when it next achieves a quorum. The Board may ratify emergency action taken at a meeting where no quorum was present.

4.8 Minutes shall be kept of all Board meetings.

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

4.10 The Local Board shall not take any action contrary to any resolution passed by a majority of Local members voting at any membership meeting at which at least 30% of the Local members are present and voting. Any such resolution may be submitted by the Local Board to the Local membership for a secret-ballot mail or electronic referendum. The results of such referendum shall be binding.

5. Election to Office Eligibility for Office and Vacancies:

5.1 The nomination and election of Local officers, Local Board members, National Board members, and Convention delegates shall be conducted on a schedule established by the SAG-AFTRA National Board and in accordance with the SAG-AFTRA Constitution and such election policies and procedures as are adopted by the SAG-AFTRA National Board and the Local Board.

5.2 Elections Committee: The Local Board shall appoint an Elections Committee of no fewer than three (3) nor more than five (5) members in good standing. The Elections Committee shall oversee all nomination and election procedures consistent with this Constitution, the SAG-AFTRA Constitution, and National and Local policies and procedures. Decisions of the Elections Committee shall be final.

5.3 Nomination for each available office may be made by petition. Each nominee shall be a member in good standing. Each nominee shall certify by signature one's availability and willingness to serve. No member shall be nominated for more than one office.

A Nominating Petition shall be in a form designated by the Union. Any member in good standing may nominate one member in good standing as a candidate for any available office. Each Nominating Petition shall be signed by at least five (5) additional members of the Local in good standing. Nominating Petitions shall be submitted to the Local office by a date certain as published to the membership.

5.4 Eligibility: To serve in any elected capacity, one shall have been a member of the Local in good standing, as defined by the SAG-AFTRA Constitution, for the twelve (12) months before the date of nomination.

5.6 Vacancies: A vacancy shall arise on the death or resignation of an officeholder, if an office is not filled by election, or may be declared by the Local Board if an officeholder is absent from three (3) consecutive Local Board meetings without cause. The office of President shall be filled by a Vice President, appointed by a majority of the Local Board voting at a meeting of the Board. Such appointee shall serve until the next regular election for the office. Other vacant offices and Board seats shall be filled from the Local membership by a majority of the Local Board voting at a meeting of the Board. Such appointed officers and Board members shall serve out the term to which each is appointed.

5.7 Local Officers and members of the Local Board must adhere to the good standing and eligibility requirements set forth in Article VIII of the SAG-AFTRA Constitution throughout their elected or appointed term of office in accordance with the policies and procedures established by the National Board. Failure to maintain good standing shall disqualify the member from attending meetings or voting until he/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 prevail.

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 of the members voting at any membership meeting, or by majority vote of the members voting in a mail or electronic referendum directed by the Local Board. Written or electronic notice shall be given to the members at least thirty (30) days in advance and shall contain a summary description of the proposed amendments. At the same time, notice containing the actual proposed language shall be posted in the Local's office and published on its website or 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 one-third 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 In addition to the above mechanisms, the Local Board shall have the 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 on the approval of the National Board (or the Executive Committee, if such authority has been delegated by the National Board).

9. Miscellaneous:

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