

AMERICAN GUILD OF MUSICAL ARTISTS, INC.



CONSTITUTION

AND

BY-LAWS

(August 17, 2009 - Revised)

ARTICLE I: Name, Seal and Principal Office	4
ARTICLE II: Membership	4
ARTICLE III: Classification	4
ARTICLE IV. Application for Membership	6
ARTICLE V: Government	6
ARTICLE VI: Members' Contracts	8
ARTICLE VII: Supplementary Powers	9
ARTICLE VIII: Convention	9
ARTICLE IX: Meetings	10
ARTICLE X: Voting, Nomination and Election	10
ARTICLE XI: Notices	13
ARTICLE XII: Affiliation	14
ARTICLE XIII: Maximum Compensation	14
ARTICLE XIV: Claims of Members	14
ARTICLE XV: Amendments	17
ARTICLE XVI: Real Estate	17
ARTICLE XVII: Dissolution	17
ARTICLE XVIII: Definitions	17
ARTICLE I: Meetings of the Guild	18
ARTICLE II: Board of Governors	18
ARTICLE III: Officers and Executive Employees	20
ARTICLE IV: Contracts and Amendments	20
ARTICLE V: Suspensions, Expulsions, etc.	21
ARTICLE VI: Contracts of Guild Members	22
ARTICLE VII: Initiation Fee and Dues	22
ARTICLE VIII: Withdrawal	24
ARTICLE IX: Committees	25
ARTICLE X: Amendments	26
ARTICLE XI: Benefits	27
ARTICLE XII: Rules of Order	27
ARTICLE XIII: Definition of Active Member in Good Standing	27
ARTICLE XIV: Definition of Professional Categories	27
ARTICLE XV: Removal of the Members of the Board of Governors for Absence from Board Meetings	27
ARTICLE XVI: Annual Audit	28
ARTICLE XVII: Separability	28
ARTICLE XVIII: Nomination & Election	28
ARTICLE XIX: Exclusion of Members Performing Dual Service	28
ARTICLE XX: Approval of Collective Bargaining Agreements	28
ARTICLE XXI: Officers' Right to Vote	29
ARTICLE XXII: Rule One	29
ARTICLE XXIII: Employment of Governors by the Guild	29
ARTICLE XXIV: Proxies	29
ARTICLE XXV: Exclusion of Members of Hostile Unions	30
ARTICLE XXVI: Conduct Unbecoming a Member	30
ARTICLE XXVII: Resolution Creating an Executive Council of the Board	31

AMERICAN GUILD OF MUSICAL ARTISTS, INC.

AGREEMENT

AGREEMENT WE, THE UNDERSIGNED, all being persons of full age, hereby incorporate a membership, non-profit corporation under the laws of the State of New York, to advance, foster, promote and benefit all those concerned with the fields of music, concert, recital, dance, oratorio and opera, and the performance thereof in any mode, form or medium of expression either now in use or hereafter devised or perfected and the mechanical and visual reproduction and transmission thereof; and particularly including, but not limited to, those persons who are concert and operatic singers, including both soloists and chorus, instrumental soloists, dancers, and stage directors, stage managers and prompters of opera performers, and other performers in the fields of music, concert, recital, dance, oratorio, and in opera; and to secure and protect the rights of the above – described artists in their professional fields and activities; to promulgate and carry into effect such policies as will secure united action of all members of the said professions for the common good and to prevent and abolish abuses; to advise and counsel them in any and all matters pertaining to their employment and proper minimum compensation therefor; to prevent and abolish abuses from which those coming under the jurisdiction of the Guild shall or may suffer; to assist such persons in securing just and equitable contracts, agreements, working conditions and minimum compensation from employers, contractors, agents, managers, impresarios, and others connected with the musical profession, and to take united action to abolish any unfair terms or abuses or other conditions which are detrimental to persons engaged in the said professions; to secure proper legislation affecting their welfare and professions; to do, or cause its members to do, or take such lawful actions as shall advance, promote, foster, and benefit the said professions; to do or cause to be done, or to refrain from doing such other acts or things, either as a corporation or through the individual members thereof, as may be lawfully done or as they or it may lawfully refrain from doing, which shall appear advantageous to the professions of musical artists or to the members of this Guild; and to bargain collectively on behalf of its members and to deal with employers, contractors, managers, agents, impresarios and others whose activities affect the members, concerning grievances, standard contractual relationships, minimum compensation and conditions, and concerning all related and collateral abuses that may affect the welfare and obligations of the members; to combine and coordinate the activities of the Guild with the activities of other organizations whenever such combination or coordination shall be to the best interests of the members of the Guild, and to enter into agreements for united action for the common good with other associations or persons whose cooperation shall be deemed helpful.

AND WE, THE UNDERSIGNED, hereby agree that said Guild and the signers thereto, and such persons as now are or may hereafter become members of the Guild are, and will hereafter continue to be, governed by the following Constitution and By-Laws, and by such amendments thereto as may hereafter be lawfully made, all of which amendments are hereby agreed to be binding upon each of the signers hereto, and upon each member of this Guild as of the date of their lawfully taking effect, regardless of the rights, if any, vested in the various members of this Guild prior to such amendment.

ARTICLE I: Name, Seal and Principal Office

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

ARTICLE II: Membership

Any person who has performed, now performs or intends to perform within the jurisdiction of the Guild as set forth in the Articles of Agreement, and as defined by its Board of Governors, shall be eligible for membership. Nothing contained in this Constitution, or in the By-Laws of the Guild shall ever be so construed as to interfere with any member's prior obligations to the American Federation of Musicians as a member thereof, it being the purpose and intent of the Guild to cooperate with the American Federation of Musicians, within their respective jurisdictions, for the common good.

ARTICLE III: Classification

Section 1: Members shall be divided into nine (9) classes, to wit: Active Solo Members, Active Stage Directors, Active Stage Managers, Active Chorus Members, Active Choreographers, Active Dancers, Honorary Members, Charter Members, and Active Life Members for Distinguished Service to AGMA.

Active Solo Members: All Solo Artists who have performed or intend to perform for compensation as solo artists within the jurisdiction of the Guild and who are paid up members.

Active Stage Directors: All Stage Directors who have performed or intend to perform for compensation as stage directors within the jurisdiction of the Guild and who are paid up members.

Active Stage Managers: All Stage Managers who have performed or intend to perform for compensation as stage managers within the jurisdiction of the Guild and who are paid up members.

Active Chorus Members: Singers who have performed or intend to perform for compensation as members of any choral group within the jurisdiction of the Guild and who are paid up members.

Active Choreographers: Choreographers who have performed or intend to perform for compensation as choreographers within the jurisdiction of the Guild and who are paid up members.

Active Dance Members: Dancers who have performed or intend to perform for compensation as members of any dance group within the jurisdiction of the Guild and who are paid up members.

Honorary Membership: Persons who have rendered distinguished services to the Guild or to the profession, or persons in sympathy with the objects and purposes of the Guild and having no business or association antagonistic thereto, or any other who in the opinion of the Board should be admitted to such membership, may be eligible for Honorary Membership. Honorary Members may not attend meetings without the consent of the majority of those present, and shall not be subject to dues or assessments or any of the obligations of membership. The term "members" wherever hereinafter used does not include Honorary Members.

Charter Members: All Life Members in good standing on February 1, 1938, and all members in good standing who signed the original Constitution of the Guild, shall be Charter Members. Charter Members shall have precisely the same rights, privileges, duties and obligations as Active members; and whenever the term "Active" member is used herein, such term shall be deemed to include "Charter" member. All vested and other rights of Life Members under the original Constitution including property rights and immunity from payment of dues, are hereby made the subject of the By-Laws to be enacted and/or modified at the discretion of the Board.

Active Life Member for Distinguished Service to AGMA: Any active member of AGMA who has served as an Officer and/or Member of the Board of Governors for no fewer than twelve (12) years shall be entitled to be classified as an "Active Life Member for Distinguished Service to AGMA." Whenever an Active Member as aforesaid has met the foregoing qualifications, the Board of Governors, upon notice from the Executive Director, effective with the next succeeding dues period shall classify such member as herein provided, and such member shall have precisely the same rights, privileges, duties and obligations as Active Members, except that such member, if he so elects and informs the Executive Director in writing, shall be excused from the payment of basic dues (but not from the payment of other dues and assessments) levied upon the general membership, with said election to take effect as soon as practicable after receipt by the Executive Director of the member's written notification. Whenever the term "Active" member is used in this Constitution or By-Laws, such term shall be deemed to include the classification of members provided herein.

Section 2: Change of Classifications. The Board of Governors, with the subsequent approval of the Guild given at the next annual or special convention or given by referendum vote of the membership, may alter, reclassify, change, enlarge, diminish or terminate (1) the rights and/or membership of any member or group of members and/or (2) the present and future membership of the Guild, and define the qualifications for membership of present members and/or persons becoming members, in any present, changed, new or additional classes. Should such action diminish, alter, change, terminate or destroy the vested rights of any person then a member in good standing, the concurrence of two-thirds (2/3) of the votes cast at the convention at which such action is approved shall be necessary.

Section 3: Rights of Members. Only active members shall have any interest vested or otherwise, in any of the rights or property of the Guild.

Section 4: Termination. In the event of the termination of any membership by resignation, expulsion, or any other cause, the right of the former member in and to any properties or assets of the Guild shall cease. No member may resign in any case without the consent of the Board, nor when the good faith or loyalty of such member is subject to question or investigation, nor unless all of his indebtedness to the Guild is paid.

ARTICLE IV. Application for Membership

Section 1: Membership Application. No person shall become a member of the Guild unless and until he shall sign an application which shall substantially provide that he agrees to be bound by the Constitution of the Guild and by such amendments thereto as may hereafter be lawfully made, and by any By-Laws, rules, regulations and orders existing or thereafter lawfully enacted, and by any amendments to such Constitution, By-Laws, rules, regulations and orders. Said application may contain such further terms and provisions and such further information as to the applicant's qualifications and experience as the Board may from time to time prescribe.

Section 2: Board Determination. The Board shall be the sole judge in all matters of election to membership, regardless of the qualifications of the applicant, and may delegate this authority to a Committee on Admissions. The Board shall have the sole power and discretion to determine all questions of residence, citizenship, eligibility and qualifications for membership and its determination shall be conclusive.

ARTICLE V: Government

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

Section 2: Number of Board. Said Board shall consist of 75 (or 76 or 77) members determined in accordance with the procedures described in Article X, Section 6, in addition to the officers of the Guild set forth in Section 6 of this Article V. One-third (1/3) of the Board shall be elected annually to hold office for three (3) year terms as provided herein. Vacancies occurring during the term of office may be filled by the Board to hold office until the next annual election of Board members, at which time said office shall be filled through regular election procedures for the unexpired remainder of the current term of said Board seat.

Section 3: Board Rules. A quorum of the meeting of the Board of Governors shall be as hereinafter defined in the By-Laws, but in no event less than thirty-five (35) members of the Board and Officers in total. The Board shall provide reasonable opportunity for Board Members from all geographic areas to participate by means of conference call in meetings of the Board and its committees. Any Board Member connected by conference call to a Board or committee meeting shall be considered to be physically present at the meeting, shall be counted in the quorum, and shall be entitled to vote and otherwise participate on the same basis as those physically present in the room where the Board or committee is meeting.

A majority of the Board present at any Board meeting may at any time order that any question brought before the meeting be referred to a majority vote by referendum ballot of all the members of the Board. Members of the Board may act by proxy, but not for purposes of voting by referendum, but the proxy must, likewise, be a member of the Board, provided that in computing the quorum, only those physically present shall be counted. The Board shall act only as a Board and individual members thereof shall have no power as such.

Section 4: Delegation of Powers. The Board shall have the power to appoint an Executive Director, committees, executives, agents, assistants to officers, and such employees to carry on the work of the Guild as it may deem proper and subject to its direction, and shall determine their authority, powers, duties and compensation. In the absence of a quorum at a regularly scheduled meeting of the Board, an Executive Committee made up of members of the Board, a quorum of which shall not be less than three (3) members, may act on emergency matters only. Any such action taken by an Executive Committee will be subject to approval by the Board at the next meeting thereof.

Section 5: Disciplinary Powers. The Board shall have the power to censure, suspend, drop, expel or 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 Board may so act, shall be set forth in the By-Laws or in rules adopted by the Board. Any person whose membership shall cease or be in any manner terminated shall have no further rights in the Guild or in its properties. The Board may by rule determine any question or procedure arising under this section or upon appeal from any action of the Board, and no action, omission or irregularity shall affect the validity of any proceeding or action of any committee or of the Board or of any meetings of this Guild, provided the member affected shall have been given due notice of the meeting and opportunity to appear as provided in the By-Laws.

Section 6: Officers. The officers of the Guild shall consist of a President, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Fifth Vice-President, Recording Secretary and Treasurer. All officers shall be elected to hold office for two (2) years. Vacancies occurring during the term of office may be filled by the Board to hold office until the next regular election of officers, at which time said office shall be filled through regular election procedure.

Section 7: Advisory Board. The Board of Governors may create an Advisory Board with whom it may from time to time consult with regard to matters of Guild policy.

Section 8: Area Committees. The Board of Governors shall be empowered to provide for the election, by secret ballot, of an Area Committee in each geographical area as established and provided for elsewhere in this Constitution. Such Area Committee shall have such powers and duties as shall be provided by the Board of Governors. Each such Area Committee so established shall have a chair and at least one other officer elected by secret ballot among the active members in good standing of such geographic area in the manner herein provided for election of national officers and such Area Committee officers shall be elected not less often than once every three (3) years.

Section 9: Action by Board without Assembling. Except as may be otherwise expressly provided by statute, in any case, the National Board may, without assembling, act by resolution signed by the members thereof. Such signatures may be subscribed on duplicate copies of the resolution,

and except as otherwise expressly provided by statute or in this Constitution, a concurring majority vote shall be sufficient to carry the resolution. The Executive Director shall prepare and mail to each member of the Board a copy of the proposed resolutions for signature together with notice of the date within which said vote is to be returned. The return to the Executive Director of signed copies approved by a majority of the Board shall establish the passage of such resolution.

ARTICLE VI: Members' Contracts

Section 1: Persons under Contract with the Guild. Where the Guild has a contract with any person, firm or corporation, and such person, firm or corporation breaches the same or has been found guilty of unfair dealing, the Board may by a two-thirds (2/3) vote of its present and voting members, at any meeting called for such purpose, order the members of the Guild to refrain for a given time or until further order of the Board under specified conditions or in any manner whatsoever from working for, dealing with, or having, any business or professional relations with such person, firm or corporation, without securing the concurrence of the members of the Guild as provided in Section 2 of this Article.

Section 2: Orders of the Board with the Concurrence of the Members. In any case, the Guild, through its Board, may order the members to refrain for a given time or until further order of the Board under specified conditions or in any manner whatsoever from working for, dealing with, or having any business or professional relations with, any one or more employers, contractors, agents, managers, impresarios or other persons connected with music or the business or professional relations of the members, provided that no such order of the Board shall be issued unless either sixty percent (60%) of the delegates who vote thereon at any annual convention, or sixty percent (60%) of the membership who, in the opinion of the Board, are affected thereby, who vote thereon at a special meeting called for that purpose, shall concur with such order; or sixty percent (60%) of those members who, in the opinion of the Board, would be affected thereby, who vote thereon in a mail referendum vote ordered by the Board under rules and regulations prescribed by it, shall concur with such order. Upon notice of such order and pending concurrence by the members therein, the Board may order members to refrain from doing any act or making any contract which would make compliance with such order impossible or unlawful, if the order is concurred in. Such concurrence may include authorization to the Board to issue such order, at any time, not to exceed twelve (12) months from the date of such vote. In other respects, the time and extent of the issuance of such order shall be fixed by the Board. No order of the Board as provided in this Section 2 shall apply to any contract of a member existing before notice of such order has been sent to the member in the manner provided in Article XI hereof, or to any work or services done or to be done in the performance of such existing contract, provided that a true and exact copy of such contract has been filed with the Guild, prior to the sending of notice of such order.

Section 3: Filed Contracts. All members' contracts filed with the Guild shall be kept confidential.

ARTICLE VII: Supplementary Powers

Section 1: Supplementary to Constitution. Matters not covered by the Constitution or which are or may be supplementary thereto, and which shall be contained in the By-Laws shall have equal force and effect with this Constitution. The Board shall have the power to repeal or amend existing By-Laws, and to create new By-Laws, and to make rules, orders and regulations supplementing the Constitution and By-Laws, on all matters not covered by them.

Section 2: Rules and Orders. Each provision of (1) this Constitution and the By-Laws of this Guild, and (2) of any and all amendments to each or either, and (3) any and all lawful rules and orders made by the Board of Governors or by any committee having authority to make such rules or orders, shall be binding upon each member from the time when they are fully made or given, regardless of any rights which any member may have acquired by reason of the laws, rules or orders in force prior thereto.

Section 3: Construction. The Board shall have the power to define and interpret all provisions and terms of this Constitution and By-Laws, and any rules, orders or regulations of the Guild, and its definition and interpretation shall be final and conclusive.

ARTICLE VIII: Convention

Section 1: It shall be mandatory upon the Board to call a Convention within ninety (90) days after receiving written request of no less than ten percent (10%) of the active members in good standing from each geographic area as determined by the Board in Article V, Section 2 of this Constitution, or after receiving the written request of twenty percent (20%) of the total of the active members in good standing of the Guild at that time. The Board shall have power by a two-thirds (2/3) vote on its own to call a Convention at any time that in its opinion such a Convention is necessary. The time and place of any such Convention shall be determined by the Board of Governors.

Section 2: The Executive Director of AGMA shall notify the Chair of the Area Committee of the geographic areas referred to above of the date and place of such Convention at least sixty (60) days prior to the commencement of the Convention.

Section 3: Each geographic area shall be entitled to one (1) delegate for every twenty-five (25) active members in good standing or major portion thereof, provided that every such geographic area shall be entitled to at least one (1) delegate. Delegates shall be nominated by the geographic area nominating committee and/or by petitions containing a minimum of ten (10) signatures of active members in good standing, in the same manner as provided herein for nomination of candidates for election to the Board except as expressly otherwise provided in this Section 3, providing both nominees and signatories to the petition shall be resident in the same geographic area. Nominees and delegates may be from any category of the AGMA membership provided that such delegates and nominees must have been active members in good standing prior to their nomination, and also provided that in the final number of delegates elected to such Convention, there shall be at least two delegates from each professional category. If such minimum number of two delegates from each of the above categories are not elected on the first ballot, the nominees on a national basis in that category, having the next highest votes, will be added to the total number of delegates.

Section 4: A majority of delegates to whom credential certificates are issued (or their proxies, in the event the delegate is not present) shall constitute a quorum.

Section 5: On or before twenty (20) days preceding the Convention, the Executive Director shall issue to each delegate a credential certificate which must be filed at the Convention before any delegate may cast his vote. Delegates at any Convention may vote by proxy, except on matters such as elections and increases in dues, initiation fee and assessments when the provision of applicable federal law require such votes to be cast in person, but such proxy must be issued to a delegate from the same geographic area which the delegate represents.

ARTICLE IX: Meetings

Section 1: There shall be held, in each geographic area, general membership meetings at least semi-annually. Special meetings shall be called by the Chair of the Area Committee in the geographic area or by the Executive Director at the request of the President, or at the written request of the majority of the Board of Governors in such geographic area, or at the written request of ten percent (10%) of the active members in good standing of the Guild in such area, and notice of such meeting shall be given at least two (2) weeks prior thereto.

Section 2: Any motion, rule, resolution, order or action of any kind, or any nature, whatsoever, taken or passed in any geographic area membership meeting must be filed promptly with the Board of Governors at the National Office of the Guild, and shall not become effective unless approved by the Board of Governors, provided, however, that the Board of Governors must report back to the next semi-annual geographic area meeting as to the disposition of the matter.

Section 3: By vote of two-thirds (2/3) of the active members in good standing present, at any geographic area general membership meeting, or special membership meeting, any matter may be referred to the Area Committee, to be sent out to a referendum vote of all the active members in that geographic area.

Section 4: A minimum of twelve Board of Governors' meetings shall be held each year at a time and place that the Board prescribes. By rule, all members present at the place of origination of the meeting or connected by teleconference shall be considered present at such meetings.

ARTICLE X: Voting, Nomination and Election

Section 1: Qualifications. Each active member in good standing shall be entitled to vote on all matters hereunder required or authorized for membership action, and/or shall be eligible for nomination and election to (1) the Board, or (2) as an officer, or (3) as a member of the Area Committee, or (4) as a delegate to a convention, or (5) as a member of the geographic area nominating committee. Members of any classification are eligible to appointment to the Advisory Board.

Section 2: Voting. Each active member in good standing and not in arrears in dues or other moneys owing to the Guild shall be entitled to cast one vote for each officer and for each member of the Board, and for delegates to any convention called pursuant to this Constitution, and a

majority of the votes so cast shall be necessary to elect. Any question, issue, rule, measure, or resolution may at any time, in the discretion of the Board, be submitted to a referendum vote of the voting membership, under such rules as the Board may determine.

Section 3: Delinquent Members. Delinquent members, as defined in the By-Laws, although entitled to receive notice of meetings, shall not be eligible to attend such meetings or to cast a vote while so delinquent.

Section 4: Vote by Referendum. All votes by referendum shall be taken by secret ballot in the manner prescribed by the By-Laws executed by the Board of Governors. The Board may, at any time in its discretion, order a referendum vote on any question or measure whatsoever.

Section 5: Board Members. Members of the Board shall be elected from the Active Membership of the Guild. In case of death, resignation or removal of a member of the Board, a successor shall be appointed by the remaining members of the Board to hold office until the next regular annual election of Board members, at which time said office shall be filled through regular election procedure.

In the event an election for members to the Board of Governors and/or delegates to a convention results in a tie between two or more candidates, the Board of Governors shall determine who of such candidates shall be elected to the Board, and the Area Committee of the particular area shall determine who shall be the delegate to the convention.

Section 6: Nominations and Elections for the Board of Governors. Not later than January 1st of each year, the Board shall make a division of the United States and Canada into a number of geographic areas best designed for administrative purposes and for purposes of election of Board members. The Board shall further determine the number of Board members that each of such geographic areas, each professional category designated by the Board, and each such professional category within each of such geographic areas shall be entitled to by: first, calculating to at least four decimal places the percentage of the total number of active members in good standing nationally that are in each such geographic area, in each professional category, and in each professional category within each geographic area: second, multiplying the resulting percentages by 75 to determine to four decimal places the number of whole and fractional Board seats to which each geographic area, professional category, and professional category within each geographic area is entitled: and third, rounding all resulting fractional seats up or down to whole seats according to the accepted method of rounding off decimal fractions to whole numbers.

In the event that the resulting total of whole seats for all professional categories is less than 75, then any unallocated seat(s) shall be added to the total already allocated to the professional category(ies) with the highest remaining fraction of a seat that is less than one-half ($\frac{1}{2}$) as calculated in the second step set forth above. In the event that the resulting number of whole seats for all professional categories is more than 75, then any seat(s) in excess of 75 shall be deducted from the total already allocated to the professional category(ies) with the lowest remaining fraction of a seat that is more than one-half ($\frac{1}{2}$) as calculated in the second step set forth above. In the event that the resulting national total of whole seats for all geographic areas within a given professional category is less than the number of whole seats that is most closely proportional to that professional category's national percentage of total active members in good standing, then any unallocated seat(s) for that professional category shall be allocated to the area(s) with the highest remaining fraction of a seat that is less than one-half ($\frac{1}{2}$) as calculated in the second step

set forth above. In the event that the resulting national total of whole seats for all geographic areas within a given professional category is more than the number of whole seats that is most closely proportional to that professional category's national percentage of total active members in good standing, then any excess seat(s) for that professional category shall be removed from the area(s) with the lowest remaining fraction of a seat that is more than one-half ($\frac{1}{2}$) as calculated in the second step set forth above.

An active member in good standing shall be counted in the membership totals for the geographic area in which he resides or, if he so requests, where he has his principal place of business under AGMA jurisdiction, and the count of active members in good standing shall be conducted as of a date set by the Board, but not later than January 1st of the same year in which the election shall take place. In the event there are areas which have too few active members in good standing to qualify for a Board seat in any professional category, then the Board shall be authorized to combine such areas for the purpose of having such areas represented on the Board by Board members at large in a manner that is designed to protect the interest of members in such areas or to secure Board representation for those areas so limited in membership. Alternatively, the Board may create an additional seat up to a maximum of two (2) such additional seats, to be awarded to any geographic area(s) and/or any professional category that is otherwise not entitled to at least one (1) seat. The determination shall be submitted by the Board to the Chair of the AGMA Area Committee in each geographic area on or before ninety (90) days prior to May 31st of each year, and shall contain a statement of the number of places on the Board to be elected from each such geographic area and each professional category within each such geographic area. The terms of all previously existing seats (except officers) shall be deemed to expire on June 1, 2002, and all new seats shall be filled by election in the regular national elections prior to that date. The Board shall decide upon a fair and equitable method of assigning an initial term of one, two, or three years to each new seat so that subsequently one-third ($\frac{1}{3}$) of the total seats (except officers) shall expire each year.

In each geographic area, there shall be a nominating committee consisting of seven (7) active members. Four (4) members of the committee, together with four (4) alternates, shall be chosen at the last membership meeting in each area preceding March 1st of each year, and none of these shall be a member of the Board or an officer or a member of the Area Committee. Three (3) members of said nominating committee, together with three (3) alternates, shall be appointed by the Area Committee of the area. By not later than March 1st of each year, the nominating committee in each area shall meet to make nominations for Board members including vacancies. Other nominations for members of the Board may be made in writing signed by ten (10) members in good standing and delivered to the nominating committee in the respective area not later than March 1st of each year. It shall be the duty of the nominating committee thereupon to submit said nominations as well as the nominations made by the nominating committee to the Executive Director, who shall, in making up the ballot, place all such names in alphabetical order, without characterizing the source of the nominations.

Before May 31st of each year, an election by secret written ballot shall be conducted by the National Office of the active members in good standing, to elect members to the Board from the candidates so nominated. Each geographic area shall elect the number of Board members designated as such area's representation by the Board of Governors. Candidates receiving the highest number of votes in their areas shall be considered elected for a term of three (3) years, or such shorter term as is provided in Article V, Section 2.

Members of the Board at the time of the adoption of this Constitution shall continue in office until the expiration of their term, irrespective of the number of Board members to which their geographic area may be entitled under the tabulation provided for herein.

Section 7: Nominations and Elections of Officers. Before May 31st of every second year an election by secret written ballot shall be conducted by the National Office of the active members in good standing to elect officers. Candidates for all offices may be submitted by any nominating committee in any geographic area, provided that any active member in any geographic area may place in nomination any active member for office, or by submission of a petition containing ten (10) signatures of active members from any geographic area. All such nominations shall be placed upon the ballot in alphabetical order without designating the source of their nominations. The nominating committees and the nominating procedure except as otherwise expressly provided in this Section 7 shall be precisely as set forth in Section 6.

Section 8: Area Committee. Before May 31st of each year an election by secret ballot shall be conducted by the National Office among the active members in good standing in each geographic area in which an Area Committee has been established by the Board. Nominations shall be made pursuant to rules and regulations adopted by the Board which shall afford a reasonable opportunity for the nomination of candidates and shall provide reasonable qualifications uniformly imposed for election to office.

Section 9: Convention Delegates. The election for delegates to the convention shall be conducted by the National Office, by secret ballot, following the filing of all petitions with the National Office. All nominations, whether by petition or by action of a geographic nominating committee, shall be filed with the National Office at least sixty (60) days before the convention. The Board shall establish rules and regulations governing the signing and filing of petitions, as well as the holding of elections. The Board shall establish rules and regulations governing the decisions of protests against the seating of delegates. Delegates shall be nominated by the geographic area nominating committee and/or by petitions containing a minimum of ten (10) signatures of active members in good standing, providing both nominees and signatories to the petition shall be resident in the same geographic area. Except as otherwise expressly provided in this Section 9, the nominating and election procedures set forth in Section 6 shall apply to nomination and election of delegates to the convention.

Section 10: Notice. In any elections required by this Article X, not less than fifteen (15) days prior to the election, notice thereof shall be mailed to each member at his last known address.

ARTICLE XI: Notices

Each member shall file with the Guild an address to which all notices may be sent. If no such address is so provided, the office of the Guild in the city where the National Office is located shall be deemed the address of such member. Unless otherwise specifically required by this Constitution, the service of all notices may be made upon a member either (1) by delivering the same personally to the member, or (2) by mailing the same enclosed in a postpaid wrapper to the last address filed by him with the Guild. Notice of the adoption of and the publication of, (1) any amendment to the Constitution, (2) any amendment to the By-Laws, (3) rules or orders of the Board of Governors or other duly constituted authority, and (4) any and all notice, may be made (1) as provided in case of individual notices, or (2) by publication aforesaid in the Guild's official

organ, or (3) by posting such notice in a conspicuous place in the principal office of the Guild, as stated on its letterhead used in the ordinary transaction of business, or (4) as the By-Laws may otherwise provide. If notice is given by publication in the Guild's official organ, it shall be deemed to be completed seven (7) days after the delivery of the magazine at the Post Office in the Borough of Manhattan. Notice given as herein provided shall be deemed to be due and complete notice to each officer, to each member of the Board and to each member of the Guild. All notices and referendum ballots provided for in this Constitution shall be deemed validly given or sent, as the case may be, when sent as hereinabove provided, and in such case, it shall be deemed immaterial whether such notice or referendum ballot has been actually received.

ARTICLE XII: Affiliation

The Guild may affiliate with, or become a part of, merge into or make agreements with any other organization or associations having objects harmonious with the objects of this Guild, upon such terms, conditions and reciprocal obligations as shall appear by resolution of the Board to be advantageous to the Guild; and may enter into contracts or agreements for cooperation with other groups of artists or employees, with artists engaged in other fields of professional activities, and with such other persons, firms or corporations as the Board may so approve. Any agreement or resolution or merger must be ratified by seventy percent (70%) of the delegates casting their vote at any annual or special convention, or by a seventy percent (70%) vote of the active members voting thereon by a referendum taken by mail.

ARTICLE XIII: Maximum Compensation

The Guild shall never establish any maximum rates of compensation and this Article may not be amended.

ARTICLE XIV: Claims of Members

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

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

(b) Within thirty (30) days after the statement of claim and affidavits are filed with the Board, the Board shall set a date for the hearing of the claim, giving the

claimant at least one (1) week's notice of hearing and an opportunity to be heard, and to present this evidence and the evidence of his witnesses orally at such hearing or hearings. Where the claim is against a representative of the Guild, the Board shall also give such representative at least one week's notice of hearing, and an opportunity to be heard and to present his evidence and the evidence of his witnesses orally. The determination of the Board shall be final unless an appeal is taken as herein provided. The Board must reach a final determination within thirty (30) days after the hearings are closed, and must send the notice provided for in sub-division "c" hereof within ten (10) days after it reaches such final determination.

(c) If either the claimant or the representative of the Guild (where the claim is against such representative) against whom the claim is being made is dissatisfied with such determination, he may, by filing written notice with the Guild not later than thirty (30) days after the sending of written notice to him by registered mail of the determination of the Board, appeal from said determination of the Board in either of the following manners:

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

(2) He may demand that the claim be submitted to arbitration in accordance with the rules of the American Arbitration Association then existing, and upon making such demand for arbitration both the claimant, and Guild or its representative, as the case may be, shall forthwith execute and deliver to the American Arbitration Association any and all documents, papers, consents, etc., necessary to create the foundation for a valid award. The findings of the Board of Arbitrators shall be final. Either party may present evidence other than that presented before the Board, and that fact may be considered by the arbitrators in arriving at a determination.

(d) Should a member seek to enforce an alleged claim against this Guild by an action at law or in equity in any Court having jurisdiction of the subject matter and by the laws of that state, and of the provisions contained in paragraph "c(2)" be lawfully determined to be unenforceable, such provision so determined to be unenforceable must be deemed to be a separate provision and wholly rescinded,

and no other provisions of the Article or part thereof shall be affected, but shall remain in full force and effect.

(e) Should this Article be held invalid as to any particular claim or class of claims or any particular person or class of persons, then this Article shall be deemed to be rescinded as to such claims or persons as to which it has been held invalid and the remainder of the Article shall be separable therefrom and shall remain in full force and effect as to all other claims and persons.

(f) In case any matter or procedure is not covered by this Article, the Board shall have the power to determine same.

(g) In construing this Article, the laws of the State of New York shall govern. Nothing contained in Section 1 hereof shall be construed or applied as in derogation of the rights of any member who has exhausted the remedies available under this Constitution and the By-Laws thereto or who has invoked such available remedies without obtaining a timely decision that are provided by applicable federal law, and in the event of any conflict between the provisions hereof and of such applicable federal law, the latter shall prevail.

Section 2: Definitions. As used in this Article,

(a) the term "representatives of the Guild" means any Board member, officer, attorney, employee or other person representing the Guild, and shall include claims against such representatives as individuals as well as in their capacity as such representatives, to the end that any claim that such representatives may have acted without authority from the Guild shall be determined in accordance with this Article and not otherwise.

(b) the term "claim" means any claim, demand, action, suit or other proceeding either at law or in equity for whatever cause or reason arising, whether through the action of the Guild and its omission or neglect to act, or the action of any of its representatives or their omission or neglect to act, or the misfeasance, malfeasance or non-feasance of any of them. The term "claim" shall apply to all claims against representatives of the Guild whether or not such representatives acted with the authority of the Guild, but shall not apply to claims against such representatives which are of a personal nature and which do not in any way concern or affect the property, business or affairs of the Guild, their management and administration, or the work done on behalf of the Guild by its representatives.

(c) the term "member" means any person who has been or now is a member of the Guild, and includes members who are not in good standing for any reason whatever and members subject to discipline. Where a member has terminated his membership by applying for resignation and such resignation has been accepted by the Board, this Article shall not apply to any claims by such member that may thereafter arise out of the facts, matters or acts which in their entirety took place subsequent to acceptance of his resignation.

ARTICLE XV: Amendments

Section 1: This Constitution may be amended by a vote of two-thirds (2/3) of the delegates present either in person or by proxy at an annual or special convention called for that purpose or by majority vote of the members voting thereon by referendum vote taken in such manner as the Board may prescribe. No proposition to amend the Constitution shall be acted upon unless it shall have been authorized by resolution of the Board of Governors or shall have been presented in writing to the Executive Director, signed by at least fifty (50) voting members in good standing. A notice embodying the wording of any duly proposed amendment shall be mailed to each delegate with the call for the convention at which said amendment is to be considered. If the Board of Governors, in its discretion, decides to submit the question to a referendum vote rather than to the convention, any such proposed amendment shall be mailed, together with a ballot, to each voting member in good standing of the Guild with a deadline for return of all ballots of not later than sixty (60) days nor earlier than thirty (30) days after the date of mailing from the National Office. Not later than ninety (90) days after the date of mailing from the National Office, the Board must meet, count the duly marked ballots and announce the adoption or rejection of the amendment.

Section 2: The Executive Director shall present to the Board, at its next meeting, any amendment duly proposed by members, and the Board shall on the submission of such amendment to the membership or to the convention, report on the results thereof.

ARTICLE XVI: Real Estate

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

ARTICLE XVII: Dissolution

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

ARTICLE XVIII: Definitions

Whenever the context so requires, the masculine gender shall include the feminine; the singular number shall include the plural; the "person" shall include "corporation", "firm", "partnership", "association", and the like. "Board" means the "Board of Governors".

BY-LAWS

ARTICLE I: Meetings of the Guild

(February 14, 1989, amended)

Section 1: Quorum. At all meetings of the membership, in any geographic area, a quorum shall be necessary. In the case of the New York geographic area, the quorum shall be that declared by a majority of the Board of Governors providing there is a quorum of the Board of Governors present at the membership meeting, and such quorum of the membership meeting may not be less than fifty (50) active members in good standing. In the case of Membership meetings outside the city of New York the quorum shall be set by the Area Committee of such area but in no event should such quorum be less than twenty-five (25) members in good standing.

A quorum must be present from the beginning of the meeting to the conclusion of same. If no quorum shall be present, the presiding officer shall adjourn the meeting to a day and hour fixed by him not later than fifteen (15) days distant. If no quorum is present at the adjourned meeting, further adjournments may continue as directed by the presiding officer until a quorum is obtained. Any meeting held at any adjourned date at which a quorum is present shall have the same effect if held on the date originally set.

Section 2: Organization. At all meetings of the Guild, the President, or in the absence of the President the First Vice-President, or in his absence, the succeeding Vice-President, or in his absence, the Treasurer, or in his absence, the Recording Secretary, or in his absence, the Chairman of the Area Committee of the geographic area, shall act as the Chairman. The Recording Secretary, or in his absence, any person appointed by the presiding officer, shall act as Secretary of the meeting.

ARTICLE II: Board of Governors

(December 5, 1994, amended)

Section 1: A minimum of twelve Board of Governors' meetings shall be held each year at a time and place that the Board prescribes. By rule, all members present at the place of origination of the meeting or connected by teleconference shall be considered present at such meetings. Additional meetings may be called at any time upon the written request of either the President, the Executive Director, or five members of the Board, or at the request of a properly constituted geographic area meeting. Not less than twenty-four (24) hours notice shall be given of the said meeting. If the President and Executive Director concur or the Board so prescribe by rule, said notice may be given by mail, telephone or telegram.

Section 2: Delegation of Duties. The Board of Governors shall have the power to assign duties, additional to those set forth in the Constitution and By-Laws, to any officer or committee of the Guild and shall have the power to remove committees or members thereof, or any of its appointees.

Section 3: Vacancies. The Board of Governors shall have the power to fill any vacancy occurring in the Board or in any office, and such appointee shall hold office until the next regular election of Board members or officers as the case may be.

Section 4: Quorum. A quorum of the Board of Governors shall be thirty-five (35), and a quorum of the Executive Committee shall be three (3) members of the Board of Governors, or the Executive Committee may vote by proxy, provided, however, that in determining the necessary quorum, the computation shall be made on the number of people physically present.

Section 5: Indebtedness and Expenditures. No indebtedness shall be incurred except by the Board of Governors or by its authorization. The Board shall have the power to define the purposes for which expenditures may be made or indebtedness incurred.

Section 6: Reserved Powers. Matters not covered by the Constitution or By-Laws shall be in the discretion of the Board of Governors, and it shall have the power to adopt such rules supplementing said Constitution and By-Laws, or covering new matters not contained therein, as it may deem proper, and such rules shall have equal force and effect with the Constitution and By-Laws. The Board of Governors may repeal or amend its rules.

The Nominating Committee, upon receipt of nominating petitions and upon completion of its nominations shall forward all of same to the Executive Director within 48 hours of receipt, but in any event within the time necessary for receipt by the Executive Director no later than March 1st of that year.

Section 7: Removal. Any member of the Board of Governors, or any officer, may be removed or otherwise disciplined for cause appearing sufficient to the Board, after charges in writing have been preferred against the offending member or officer and after a hearing by the Board. A copy of the said written charges shall be served upon the accused member or officer at least seven (7) days before said hearing. Two-thirds (2/3) of the entire Board must concur in any disciplinary action taken.

In addition to the foregoing, by petition signed by at least ten percent (10%) of the active members in good standing, filed with the National Executive Director, demand may be made by the membership for the recall and removal from office of any officer or Board member. Said petition shall be voted upon in a mail referendum of the membership ordered by the Board within forty-five (45) days of the receipt of the petition under rules and regulations prescribed by it. Said petition for recall and removal shall be effected by an affirmative vote of the majority of the active members in good standing voting thereon. Said petition for recall shall state the reasons therefor, and together with a statement by the officer or Board member involved (not to exceed one thousand words) shall be sent to each active member in good standing. The office of such officer or Board member so removed shall be considered vacant and shall be filled in such manner as is provided for the filling of vacancies.

Section 8: Minutes. The Board of Governors shall keep minutes of all its meetings.

ARTICLE III: Officers and Executive Employees

Section 1: Number and Designations. The Officers shall be those stated in the Constitution.

Section 2: President. The President shall be the first executive officer of the Guild. He shall preside at meetings of the Guild and of the Board of Governors, and shall perform such duties as from time to time the Board of Governors may determine.

Section 3: Vice-Presidents. The Vice-Presidents shall have such powers and perform such duties as the Board of Governors from time to time may determine. In case of the absence, or inability to act, of the President, the First Vice-President shall discharge the duties of the President. In case of his absence, or inability to act, the Second Vice-President, the Third Vice-President, the Fourth Vice-President or the Fifth Vice-President shall act in his place in the order of their precedence.

Section 4: Treasurer. The Treasurer shall have charge of the funds, securities, receipts and disbursements of the Guild. He shall deposit all moneys to the credit of the Guild in such banks and trust companies as the Board of Governors may designate, and shall disburse the same by such means and in such manner as the Board may direct. The Board shall determine what bond shall be given by him. The Treasurer shall pay no bills unless they are properly certified as directed by the Board. The Treasurer shall have such other powers and perform such other duties as the Board of Governors may, from time to time, determine.

Section 5: Recording Secretary. The Recording Secretary shall record and keep minutes for meetings of the Board of Governors. The Recording Secretary shall register any and all emendations to the Constitution, these By-Laws, and the Guild's Standing Rules, and shall maintain the official version of same. The Recording Secretary shall have such other powers and duties as the Board of Governors may determine.

Section 6: Executive Director. The Executive Director shall be a paid employee. He shall perform such duties as the Board of Governors may direct. He shall safely keep the books, papers and other records of the Guild and he shall be the Custodian of the official seal of the Guild.

Section 7: Temporary Appointees. Committeemen pro tem, to act during the absence of any committeeman from the area in which the National Office is located, may be appointed by the Board of Governors.

ARTICLE IV: Contracts and Amendments

No agreement, contract or obligation involving the payment of money or the credit or liability of the Guild shall be made unless the same be authorized and directed by the Board of Governors and duly entered in the minutes thereof.

ARTICLE V: Suspensions, Expulsions, etc.

Section 1: Fines, Suspension, Expulsions, etc. Any member who shall be in any way indebted to the Guild (except as otherwise provided regarding delinquencies in Article VII, Section 2 of the By-Laws), or who shall have any business association or shall engage in any business which places him in antagonism to the objectives of the Guild; or any member who shall be guilty of an act, omission or conduct which is prejudicial to the welfare of the Guild, or to any of its members, as such; or any member who shall fail to observe any of the requirements of his/her collective bargaining agreement, of the Constitution, the By-Laws or the rules, regulations or orders of the Board, its committees, or any other authorized agent of the Guild, may be either fined, censured, suspended, expelled, or otherwise disciplined. The Board may discipline a member for each and every offense or violation, and no member shall be exempt from disciplinary action because of any previous action of the Board upon some other or different charge.

Section 2: Charges and Hearings. In such cases as described in Section 1 above, an AGMA member may be charged in the following manner:

Within forty-five (45) calendar days of the occurrence, or knowledge thereof, whichever is later, of a member's action or violation as described in Section 1 above, a member or members, a committee or other authorized agent of AGMA may file a written charge of such action to AGMA.

(a) AGMA shall mail such charge together with a notice of hearing, via certified mail (return receipt requested) to the accused member's last known address (pursuant to Article XI of the Constitution) within forty-five (45) calendar days of the filing of the charge. The charge shall include a description of the conduct underlying the alleged violation.

(b) The Hearing Panel designated by AGMA shall hear and determine the charge presented by any member(s), committee or authorized agent of AGMA (as well as the defense by the accused member). Both parties will be afforded an opportunity to present their case before the Hearing Panel. Either party may be represented at the hearing by another AGMA member(s). Neither the charged nor the charging party may have counsel present.

(c) The Hearing Panel will issue a written determination of its findings and a statement of any penalty to be assessed against the offending member. This decision will be presented to the Board of Governors within ten (10) days of the determination or at the next Board meeting, whichever occurs later. A copy of the determination will be sent to both parties.

Section 3: Appeal. An appeal of the Hearing Panel's determination may be made to the Board of Governors or its designee, in writing within thirty (30) calendar days from receipt of the determination (pursuant to Article XI of the Constitution). Said appeal shall be heard at the next scheduled Board of Governors meeting from the date of receipt of appeal or at a special meeting called by the Board for this purpose. The Board's determination shall be considered final and binding and no member may take any action or engage in any proceeding, in court or otherwise, to reject, attack or challenge the determination of the Hearing Panel until after an appeal to the Board of Governors is decided.

Section 4: Decision of the Board. The Board of Governors, or its designee, will issue its decision in writing within sixty (60) calendar days of its receipt of any appeal. The decision of the Board of Governors, or its designee, will be final and binding.

ARTICLE VI: Contracts of Guild Members

The Board shall, whenever, in the opinion of the Board, it is to the best interests of Guild members adopt, change and adopt, or amend rules and regulations requiring the deposit of copies of contracts with the Guild, the establishment of minimum compensation and conditions, the adoption of standard forms of contracts, regulating of fees and commissions, licensing managers, agents and others, and the adoption of rules and regulations relating to other matters, and such rules and regulations shall be binding and conclusive upon the members. Neither the said rules and regulations nor any amendment thereof shall apply to any contract existing before the adoption of such rules and regulations or such amendment, respectively, or to any work done or to be done in the performance of such existing contract.

ARTICLE VII: Initiation Fee and Dues

(January 21, 1992, amended)
(December 5, 2005, amended)
(February 13, 2006, amended)
(March 13, 2006, amended)

Section 1: Payments. Any and all initiation fee, dues, assessments or other money payments required of a member, and the time of payment thereof, shall be determined by the Board. All applications for membership must be accompanied by the first installment of dues and initiation fee, except as the Board otherwise orders, and shall be passed upon by the Board.

The initiation fee, dues and other membership fees or charges in any additional or other divisions of membership which are or may be formed shall be determined by the Board.

Every person elected to membership and qualifying as such shall receive a card of membership which shall be shown whenever requested by lawful authority.

All matters relating to withdrawal cards where a member retires from the profession or transfers to another calling, shall be determined by the Board in its discretion.

WAIVER: The payment of initiation fee, dues, assessments or other payments by an individual may not be waived by the Board more than three (3) times except under such circumstances which shall, in the Board's discretion, make it necessary for the welfare of the union to grant additional waivers.

Section 2: Delinquencies. Failure of any member to pay the Guild any dues 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 ninety (90) days, the Board shall declare that member is suspended. In case of such suspension, notice need not be given as required in Article V of the By-Laws. However, prior to suspension for the above reason, the Board shall cause notice of its intended action to be given to

the member at least ten (10) days before such action is taken. In such case, if the delinquent member shall remit the dues which have been unpaid, the Board may take such action regarding the suspension of said member as it may consider just and proper. Except as herein stated, no further notice need be given any delinquent member.

Suspension either under Article V or under this Article shall not relieve a member of any obligation to the Guild.

Section 3: Dues and Initiation Fee. The dues and initiation fee for all AGMA members shall be assessed as follows:

INITIATION FEE:

- (a) The Initiation Fee is \$500.00.
- (b) Partial Initiation Fee - In the event the initial contractual fee is less than \$2,000.00, the new member may pay the Initiation Fee in installments (partial payments equal to twelve and one-half percent (12½%) of AGMA contractual gross compensation) over a period not to exceed 36 months.

Should the new member's compensation under AGMA contract(s) exceed \$2,000.00 prior to the end of the thirty-six (36) month period, the balance of the initiation fee shall be due by the end of the contractual period in which \$2,000.00 is exceeded.

Should a new member fail to complete payment of the initiation fee within the thirty-six (36) month period, the Board shall declare such person to be expelled and all monies paid toward the initiation fee shall be forfeit. However, prior to expulsion for the above reason, the Board shall cause notice of its intended action to be given not less than thirty (30) days before such action is taken. Should such a person reapply for membership, the initiation fee shall be due in full at the time of application, in addition to whatever monies (initiation fee and dues, both Basic and Working) were owed to AGMA at the time of expulsion.

DUES:

- (a) Basic Dues: \$78.00 to be billed annually and payable by January 1st.
- (b) Working Dues ("The Check-Off System") 2% of the first \$100,000.00 of annual gross AGMA income, payable as earned. All members working under AGMA Collective Bargaining Agreements, which provide for a dues deduction ("Check-Off") will have such dues deducted from their compensation and remitted by the Employer to AGMA on a regular basis.

Except that with respect to the concert field only, soloist singers, and dancers, may, in the computation of their working dues payable with respect to their concert activities, exclude from their income the amounts paid for the solo artist's transportation, the accompanist's transportation and the accompanist's fees and, in the case of pianists only, the cost of transportation of piano or pianos with respect to the concert appearance in question. The gross concert income less the above deductions plus gross income from all other activities under the jurisdiction of AGMA, shall then become the gross income upon which working dues shall be computed.

For purposes of computing working dues there shall be included in the member's annual gross AGMA income all compensation paid to such member's personal service or "loan-out" corporation.

Section 4: Changes. Subject to applicable law, the Board may, from time to time, suspend, alter and/or change the initiation fee, dues and other membership fees and charges for all or any of the classes of membership of the Guild whenever in its discretion the interest of the Guild so requires.

Notwithstanding anything to the contrary contained in the Constitution and By-Laws thereto, no increase in membership dues, initiation fee or assessments and no general or special assessment shall be levied upon the members except by a membership vote or otherwise as permitted by the provisions of the Labor-Management Reporting and Disclosure Act of 1959. In the event said Act or any provisions applicable thereunder are declared invalid, this sentence shall be null and void.

Section 5: Assessments. In addition to dues and initiation fees, the Board of Governors, subject to applicable law and with the concurrence of a majority of the members of the Guild voting thereon, may levy assessments on any and all members of the Guild.

Section 6: Manner of Levy. Such assessments, and such dues and initiation fee, need not be uniform but may be levied on ability to pay earnings, on a particular type or kind of work in a particular field, or in such other manner or according to such other formula as the Board of Governors, with the concurrence of a majority of the active members voting thereon, shall see fit.

Section 7: Special Dues Category. In the case of any member of AGMA who joined AGMA prior to January 1940 or, who having joined subsequently, has been a member of AGMA for fifteen (15) or more years, and within that period, has paid dues for at least ten (10) or more years, which need not be consecutive, and has earned \$250.00 or less from activities under AGMA's jurisdiction in the preceding calendar year, such member's basic dues shall be \$39.00 annually for as long as he earns \$250.00 or less a year from activities under AGMA's jurisdiction; provided, however, that the foregoing basic dues shall not apply to any AGMA member who has earned \$1,000.00 or shall not apply to any AGMA member who has earned \$1,000.00 or more in the aggregate, from all other activities under the jurisdiction of the Associated Actors and Artistes of America (4A's) in the preceding calendar year, and in no event shall such dues be less than \$39.00 a year.

ARTICLE VIII: Withdrawal

Any member who retires from his or her profession or work and enters another trade or calling or does not continue to work in the field, under AGMA's jurisdiction, may apply to the Guild for an Honorable Withdrawal Card which card shall be granted at the Board's discretion. Members receiving Honorable Withdrawal Cards must pay all dues and indebtedness to the date of issue. The full privileges of membership may be regained by persons holding Honorable Withdrawal Cards only upon such term as the Board may direct.

ARTICLE IX: Committees

(August 28, 1995, amended)
(November 24, 2008, amended)
(May 18, 2009, amended; effective June 1, 2009)
(July 6, 2009, amended)
(August 17, 2009, amended)

There shall be established five standing committees and one joint sub-committee. These committees will be entrusted with the general business of the Union as outlined below. Each committee is required to make a report to the National Board of Governors a minimum of six times per year and encouraged to make other reports as often as needed to keep the membership informed. A nationally elected officer wishing to chair either Committee 2 (Administration and Policy), 3 (Work Rules and Contracts), or 4 (Membership and Member Relations) shall be given preference. Each committee must maintain minutes of its actions.

- I. Finance and Budget Committee
 - A. Fifteen members, with a minimum of six from outside of New York.
 - B. Chaired by the Treasurer with a vice chair elected by the committee.
 - C. Duties
 1. Make and monitor annual budget in conjunction with appropriate staff;
 2. Review Audit Report and
 3. Review the revenue, expenditures, and variances from the annual budget of the union.
 - D. Personnel sub-committee (Joint sub-committee with the Administration and Policy/Finance and Budget Committees).
 1. Six Members: Drawn from the members of Administration & Policy and Finance & Budget; a minimum of two members of the Personnel Sub-committee shall reside outside of the New York area and a minimum of two members of the Personnel Sub-committee shall reside in the New York area, with no residency restrictions on its remaining members; plus the National Executive Director and the President as non-voting, ex-officio members.
 2. Duties
 - a. Review, with the National Executive Director, the level, duties, compensations, and performance of the staff;
 - b. Make recommendations concerning staff; and
 - c. Review unresolved complaints from the staff.
- II. Administration and Policy Committee
 - A. Fifteen members, with a minimum of six from outside New York.
 - B. Chair and vice-chair elected by the committee.
 - C. Duties
 1. Policy determination and recommendations;
 2. Review performance of executives and area representatives;
 - D. (co-sub committee as above in I, D).
- III. Work Rules and Contracts
 - A. Eighteen members with three from each of the six member categories. The sub-committees should include non-board members showing preference to those who have served on negotiating committees.

- B. Chair and vice-chair elected by the committee.
 - C. Sub-committees for specific member categories to be determined. These should include but not be limited to the following: stage manager, concert chorus, soloists, dancers, stage director, opera chorus.
 - D. Duties
 - 1. Waivers
 - 2. Grievances
 - 3. Review and make recommendations on proposed contracts
 - 4. Evaluate existing contracts
 - 5. Work rules, health and safety issues
 - 6. Standards
- IV. Membership and Member Relations
- A. The Membership and Member Relations Committee shall be limited to twenty-two members with a minimum of one from each area.
 - B. Chair and vice-chair to be elected by the committee.
 - C. Duties
 - 1. Communication
 - a. Editorial oversight of National AGMA publications
 - b. Develop and distribute an AGMA directory, including but not limited to Board of Governors and Area Committees.
 - c. Receive and review reports from Company Delegates, New York executives and staff
 - 2. Strategies of recruitment
 - 3. Specific needs of non-New York members
 - 4. Member complaints referral
 - 5. Receive and review reports from Area Committees
- V. Committee on Committees
- A. President, Chairs of Area Committees
 - B. Make recommendations for membership on all committees, including temporary and sub-committees
 - C. Review and re-staff committees after each election or as necessary after resignations
 - D. Establish temporary committees

ARTICLE X: Amendments

The Board of Governors may amend these By-Laws by a two-thirds (2/3) vote of the members present and voting. Any proposed amendment shall be reduced to writing and shall be incorporated in the notice of meetings at which it is to be acted upon. No action shall be taken unless ten (10) days shall have elapsed since the amendment was proposed and filed with the Guild, unless the Board by unanimous consent of those present shall otherwise order. The meeting at which the amendment is considered may adopt, amend and adopt, change and adopt, or reject the proposed amendment. Changes in the By-Laws shall be published in the Guild's official organ (if any).

ARTICLE XI: Benefits

The Board of Governors may at any time and from time to time issue rules and regulations restricting, prohibiting or otherwise regulating the appearance of all or any section or classification of its members or any particular member in any benefit performance.

ARTICLE XII: Rules of Order

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern AGMA in all cases to which they are applicable and in which they are not inconsistent with AGMA's Constitution, these By-Laws, and any special rules of order AGMA may adopt.

ARTICLE XIII: Definition of Active Member in Good Standing

An active member in good standing for the purposes of Article X of the Constitution shall be any member who meets the requirements of that article, and who has not been delinquent in the payment of his dues due and owing to the Guild for a period of more than ninety (90) days at voting time, at the time of his nomination, election or during his continuance in office or service, and who is not at such time under suspension by the Board of Governors.

ARTICLE XIV: Definition of Professional Categories

(February 18, 2002, amended)

For purposes of nomination and election to the Board of Governors as set forth in Article V, Section 2 of the Constitution, the following professional categories are hereby established:

- (1) Choristers and Actors/Supernumeraries
- (2) Dancers
- (3) Solo Singers and Narrators
- (4) Stage Managers, Directors, Choreographers and their Assistants

ARTICLE XV: Removal of the Members of the Board of Governors for Absence from Board Meetings

Notwithstanding anything to the contrary contained in Article II, Section 7 of the By-Laws, the Board of Governors may, in its discretion, upon written notice to such member, order the summary removal of any Member of the Board of Governors who has failed without justification, which in the Board's opinion shall be valid, to attend at least six (6) Board Meetings within any twelve (12) month period of his term of office as a Member of the Board of Governors. A two-thirds (2/3) vote of Members of the Board of Governors present at any meeting at which there is a quorum shall be necessary to effect such removal.

ARTICLE XVI: Annual Audit

The Board shall cause an annual audit and financial report to be made by a Certified Public Accountant of the financial transactions and condition of the organization and such audit and financial report shall be submitted annually to the Board or whenever requested.

ARTICLE XVII: Separability

If any provision of this Constitution or the By-Laws thereto, or the application of such provision to any person or circumstances, shall be held invalid, the remainder of this Constitution or the By-Laws thereto, or the application of such provision to persons or circumstances other than those as to which it is held invalid shall not be affected thereby.

ARTICLE XVIII: Nomination & Election

Nothing contained in the Constitution shall be deemed to permit any member being nominated as a candidate or elected to the Board and to any of the offices set forth in Article V, Section 6 and Article X, Section 7 of the Constitution in the same election or concurrently during the same period of office or to more than one of said offices.

ARTICLE XIX: Exclusion of Members Performing Dual Service

(November 14, 1988)

In any instance in which a member is performing a dual service -- i.e. as a singer or dancer and as an administrative aide to management -- that member may be excluded by the members of the company from any meeting of the cast other than a meeting in which a "work stoppage" or approval of contracts may be considered and acted upon. This rule is not intended to include Stage Managers, Directors or their assistants.

ARTICLE XX: Approval of Collective Bargaining Agreements

(January 30, 1989)

All collective bargaining agreements negotiated with an employer shall not be presented to the Board of Governors for approval or ratification until and unless:

1. It shall be approved and recommended by the negotiating committee concerned;
2. It shall have been presented to the members affected for their consideration and to the Area Committee concerned for its review and action; and
3. It shall have been presented to the office of the National Executive Director for review and presentation to the Board of Governors for its action.

Different action is required from New York City Opera and the Metropolitan Opera.

ARTICLE XXI: Officers' Right to Vote

(March 15, 1993)

Officers of AGMA are entitled to vote at Board meetings.

ARTICLE XXII: Rule One

(May 10, 1993)

Rule #1 – Upon the issuance of an order by the Board of Governors, no member of AGMA may work for an employer who has refused to bargain in good faith with AGMA.

ARTICLE XXIII: Employment of Governors by the Guild

(June 7, 1993)

No member of the Board of Governors may be employed by AGMA, and if the situation exists, those employed Board members may serve the remainder of their terms, but in all matters of financial and personnel concerns must recuse themselves. This rule is not intended to affect “casual employment” such as the counting of ballots in an election or where it is deemed beneficial to the union and the democratic process.

ARTICLE XXIV: Proxies

(February 21, 1994)

(January 9, 2007, amended)

The Board of Governors adopts the following regulations for the issuance of proxies:

- A. A proxy may be one of two types, a General Proxy covering any vote taken at a specific meeting, or Specified Proxy. A Specified Proxy is for a predetermined subject, as listed in the proxy.
- B. A proxy's duration is for a single meeting, as specified in the proxy. All proxies must be received at the National office not later than 48 hours after the adjournment of the Board of Governors meeting specified in the proxy.
- C. The person who is appointed on the proxy must be present at the meeting. Proxies may be faxed or emailed to the National office. The minutes will state whether the vote took place in person or by proxy. The Chair will ask for the names of all held proxies at the beginning of each meeting. A member who must leave a meeting early may execute a proxy and so advise the Chair by requesting a point of personal privilege.
- D. The Constitution provides that there be no proxy for purposes of voting by referendum. A proxy must be given to a member of the Board and a proxy cannot be used to determine a quorum.

Proxy authorization for a General Proxy:

I, the undersigned, do hereby constitute and appoint (name) as my lawful proxy to attend and represent me at the meeting on (date) of the Board of Governors of the American Guild of Musical Artists or any continuation or adjournment thereof, with full power to vote and act for me and in my name, place and stead, in the same manner, to the same extent, and with the same effect that I might, if I were personally present thereat, and I hereby revoke any other proxy heretofore given by me.

Signed: _____ Date: _____.

Proxy authorization for a Specified Proxy:

I, the undersigned, do hereby constitute and appoint (name) as my lawful proxy to attend and represent me at the meeting on (date) of the Board of Governors of the American Guild of Musical Artists for any continuation or adjournment thereof, with full power to vote and act for me on the following subject or subjects, in my name, place and stead in the same manner, to the same extent, and with the same effect that I might if I were personally present thereat, and I hereby revoke any other proxy heretofore given by me on the following subject or subjects:

_____.

Signed: _____ Date: _____.

ARTICLE XXV: Exclusion of Members of Hostile Unions

(February 21, 1995)

On and after February 21, 1995, a member, officer, agent, employee, or representative of a competing union which has actively pursued an invasion of AGMA's traditional and chartered jurisdiction is not eligible to run for or to serve in any AGMA office or to represent AGMA in any capacity as, by way of example and not limitation, Board of Governors member, officer, committee member or chair, delegate, or representative.

ARTICLE XXVI: Conduct Unbecoming a Member

(September 14, 1998)

It shall be conduct unbecoming a member of AGMA to work in the jurisdiction of any other Branch (i.e., sister union) affiliated with the Associated Actors and Artistes of America ("4A's") for an employer ("the employer") whose employees are represented by the other Branch, unless the member seeking employment with the employer inquires of the Branch to ascertain whether the employer is a signatory to a collective bargaining agreement with the other Branch. If the other Branch advises the member seeking employment that the employer is not a signatory, the AGMA member shall be in violation of such provision if she or he accepts employment with the employer after having been advised by the other Branch that:

- a) The employer refuses 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;

- b) If the employees of the employer are engaged in a primary strike ratified or approved by the Branch.

ARTICLE XXVII: Resolution Creating an Executive Council of the Board (October 5, 1998)

The Board of Governors of AGMA creates an Executive Council to assist the Board of Governors in discharging its constitutional responsibilities for the “general management, direction and control of the affairs, funds and properties” of AGMA. While reserving unto itself the ultimate exercise of all powers granted it by AGMA’s constitution, including the right to modify or reverse decisions made and actions taken by the Executive Council, the Board hereby delegates to the Executive Council, operating in accordance with the Board’s previous decisions, the following responsibilities:

- 1) To act for the Board in emergency situations between regularly scheduled meetings of the Board;
- 2) To make recommendations to the Board;
- 3) To help establish priorities for AGMA;
- 4) To facilitate the coordination of work among the Board’s committees, and to assist in the resolution of issues concerning committee jurisdiction;
- 5) To oversee the work of the Executive Director and other senior AGMA staff, offering advice and counsel in the setting of priorities and the allocating of AGMA’s personnel and financial resources;
- 6) To evaluate the work of the Executive Director, to oversee the evaluation of other senior Staff; and to make necessary recommendations thereon to the Board;
- 7) To work closely with the Executive Director to ensure the implementation of Board decisions;
- 8) To initiate long-range planning for AGMA; and
- 9) To carry out such other duties as may be specifically assigned from time to time by the Board.

At each meeting of the Board, the Executive Council shall report on actions that the Executive Council has taken since the previous meeting of the Board. The Executive Council may also report to the Board on other matters, including providing information and making recommendations for Board action.

- 1) The Executive Council shall consist of no fewer than six (6) members, nor more than ten (10) members, all of whom shall be National Officers or Governors;
- 2) The President shall be an ex-officio, voting member of the Executive Council;

- 3) The remaining members of the Executive Council shall be selected, with due concern for achieving reasonable balance among geographic areas, from among the following groups: National Officers, chairs of the Board's standing committees and the Personnel Sub-committee and chairs of the Area Committees. In special circumstances, such as in order to ensure balanced distribution or fair representation, one or more of those other members of the Board who are felt to be especially qualified by virtue of their strong record of participation and leadership on the Board may be appointed to the Executive Council;
- 4) The Board shall appoint the Executive Council's membership annually no earlier than the first scheduled Board meeting following September 1 and no later than the first scheduled Board meeting following October 1. The Committee on Committees shall present nominees to the Board. In accordance with Robert's Rules of Order, other nominations may be made from the floor;
- 5) Executive Council members shall serve from the date of their appointment until (a) the next regularly scheduled appointment of membership to the Executive Council, as provided in paragraph (4) above; or (b) they are replaced by the Board, as provided in paragraph (6) below. Any member of the Executive Council may be re-appointed;
- 6) Whenever the Board determines that an Executive Council member no longer meets the qualifications for membership on the Executive Council or is unable to fulfill the obligations of the office, the Board shall remove said member and, with prior notice, appoint a replacement;

The Board declares its limited delegation of authority to the Executive Council is founded on its trust and confidence in the members of the Executive Council to discharge their responsibilities faithfully. The Board reserves the right to disband the Executive Council completely and take back all powers and duties delegated to the Executive Council, or to modify the Executive Council's structure and responsibilities in any manner the Board deems necessary.