

MOTION PICTURE SOUND EDITORS CONSTITUTION AND BY-LAWS

**Revised and Approved by the Board of Directors and
The Active Membership of the Motion Picture Sound Editors
February 28, 1999**

MOTION PICTURE SOUND EDITORS
CONSTITUTION AND BY-LAWS

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ARTICLE I

Section 1. NAME.

The name of this organization shall be "MOTION PICTURE SOUND EDITORS."

Section 2. OFFICE.

The Board of Directors shall select a suitable place for the principal office of the Motion Picture Sound Editors within the County of Los Angeles, State of California.

ARTICLE II

Section 1. OBJECTIVES AND PURPOSES.

The prime objectives of the Motion Picture Sound Editors shall be to achieve by organization and mutual endeavor:

- A. The improvement of prestige and recognition of its members through the education of both the entertainment community and general audience to the importance and the artistic merit of the sound track.
- B. The continuing recognition and dissemination of information regarding technical advances in film sound and sound editing.
- C. The improvement of social relations and the economic and professional status of its members.

Section 2. LIMITATIONS.

- A. The Motion Picture Sound Editors is not organized for the purpose of bargaining for labor benefits.

ARTICLE III

Membership

Section 1. EQUAL OPPORTUNITY.

Membership shall not be based on race, color, religion, age, sex, sexual preference, or national origin.

Section 2. TYPES OF MEMBERSHIP.

Motion Picture Sound Editors shall have the following types of members:

- A. Active.
- B. Affiliate
- C. Honorary.
- D. Additional types of members may be established if deemed necessary by a majority vote of the Board of Directors.

Section 3. MEMBERSHIP CATEGORIES.

Eligibility for membership shall be based upon the following requirements:

- A. Active
A sound or music editor whose achievements are sufficient to become a member.
- B. Affiliate
A person whose profession is affiliated or associated with sound.
- C. Honorary
A person deemed worthy of such a membership by unanimous vote of the Board of Directors.
An Honorary Member shall be exempt from initiation fees, dues and assessments.

Section 3. ADMISSION TO MEMBERSHIP.

The following steps and procedure shall be taken for admission to membership in Motion Picture Sound Editors:

- A. Any member of the sound community may request an application for membership.
- B. Active Membership: The application must be sponsored by two (2) active members. Any additional requirements as may be determined by the Board of Directors.
- C. Affiliate Membership: The applicant must be in an affiliated or associated profession.

- D. The Board of Directors shall discuss the applicant's professional qualifications. Acceptance of the applicant requires a majority vote of the Board of Directors.
- E. If an applicant is not deemed eligible for membership they shall be notified within forty-eight (48) hours of the Board of Director's decision.

ARTICLE IV

Section 1. MEMBERSHIP RIGHTS.

Only active members in good standing shall have the right to vote at membership meetings or be eligible to serve on the Board of Directors or hold office together with a proportionate right in the property of the organization. Each active member in good standing shall have the right to vote in all general membership elections and balloting.

Section 2. GOOD STANDING.

Any member shall be in good standing who has paid their entrance fees, if any, the current dues as prescribed by the Board of Directors, and all assessments. In the event member loses good standing by non-payment of entrance fees, and/or dues, and /or assessments, member may be carried on the active membership list at the discretion of the Board of Directors for a period not exceeding nine (9) months. At the end of this period it is mandatory that member be suspended from active membership unless all back payments have been made.

Section 3. REINSTATEMENT TO GOOD STANDING.

A member who has been suspended for non-payment may be reinstated by majority vote of the Board of Directors upon application and payment of the following:

- A. Entrance fees or unpaid portion thereof, unpaid dues, and/or assessments, if any.

Section 4. HONORARY AND AFFILIATE MEMBERS.

Honorary and affiliate members shall participate in and enjoy the social and academic activity of the Motion Picture Sound Editors, but do not have voting rights. An affiliate that has been elected to the Board of Directors shall have active member voting rights during their term of office.

Section 5. TERMINATION OF MEMBERSHIP.

Membership in Motion Picture Sound Editors shall not be transferable and shall cease, together with all rights therein, upon the death, resignation, expulsion or suspension of a member.

Section 6. MEMBERSHIP CARDS.

Membership cards as approved and specified by the Board of Directors shall be issued to all members in good standing.

Section 7. INSPECTION OF RECORDS.

Any member of Motion Picture Sound Editors in good standing shall have the right to examine all books and records of Motion Picture Sound Editors.

ARTICLE V

General Membership Meetings

Section 1. MEETINGS.

Meetings of the members for any purpose or purposes whatsoever may be called at any time by the President or by a majority of the Board of Directors. Notice shall be sent to each member entitled thereto no less than ten (10) days before such meeting, and shall specify both time and place of the meeting.

Section 2. QUORUM.

The presence in person of members numbering twenty-five percent (25%) of the active members in good standing residing in Los Angeles County shall constitute a quorum for the transaction of business.

Section 3. ELIGIBILITY.

Each active member in good standing shall have the right to vote in all general membership elections and balloting. Proxy or absentee votes shall not be recognized at any membership meeting.

ARTICLE VI
THE BOARD OF DIRECTORS

Section 1. POWERS.

Subject to the limitations of the by-laws and the laws of the State of California, all the business and affairs of the Motion Picture Sound Editors shall be controlled by the Board of Directors. It is hereby expressly declared that the Directors shall have the following powers:

- A. To conduct, manage and control the affairs and business of the Motion Picture Sound Editors, and to make such rules and regulations therefor consistent with the law or the by-laws, as they deem best.
- B. To change the principle office for the transaction of business from one location to another within the same County: To fix and locate from time to time one or more subsidiary offices within or without the State of California, to designate any place within or without the State of California for the holding of any Members meeting and to adopt, make and use a seal.
- C. To borrow money and incur indebtedness for the purpose of the Motion Picture Sound Editors, and to cause to be executed and delivered therefor, in the name of the Motion Picture Sound Editors, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidences of debt and securities therefor.
- D. To appoint a Business Affairs Manager to handle the day to day operations of the Motion Picture Sound Editors.
- E. The Board of Directors may conduct mailed general elections as they deem necessary to manage the business of the Motion Picture Sound Editors.

Section 2. NUMBER OF THE BOARD OF DIRECTORS.

The authorized number of elected Directors Motion Picture Sound Editors shall be no less than twelve (12) and no more than twenty-six (26) until changed by amendment to the by-laws duly adopted by the Board of Directors.

Section 3. ELECTION AND TERM OF OFFICES OF THE BOARD OF DIRECTORS.

The term of office of the Directors so elected shall be two (2) years from date of installation.

The active members, in good standing, of the Motion Picture Sound Editors shall elect the Board of Directors so that the composition of the Board of Directors shall be approximately proportionate to that of the general membership in the following areas:

- A. feature motion picture sound editors.
- B. television sound editors.
- C. music editors.
- D. active members residing outside of the southern California area.
- E. other categories as may be determined by the Board of Directors. The active members, in good standing, of the Motion Picture Sound Editors shall also elect one (1) affiliate member to the Board of Directors.

Those eligible to run for the Board of Directors must have been a member in good standing for at least two (2) years. Members who run for the Board of Directors shall do so in the area in which they perform the majority of their employment. In the event that the member would qualify in multiple categories, they shall have the right to choose the category in which they wish to run.

The Board of Directors shall attempt to maintain a year to year continuity of the Board of Directors by scheduling board elections so that approximately fifty percent of the board shall be elected in any given year. The nomination and election process shall take place between May 15th and July 15th of the designated year.

The election of the Board of Directors shall be held by mailed ballot. The ballot mailing shall state the deadline for voting and the address to which the ballot must be returned.

The ballot mailing shall also contain two (2) return envelopes. The completed ballot shall be placed in the ballot envelope. The ballot envelope shall be without distinguishing marks except as noted below. The ballot envelope may, but is not required to, have the following limited information printed on it:

- A. The name of the Motion Picture Sound Editors.
- B. The seal of the Motion Picture Sound Editors.
- C. The printed words "Ballot Envelope".
- D. Election procedure instructions.

The completed ballot shall be placed in the ballot envelope. The ballot envelope shall be placed in the mailing envelope and sealed. The mailing envelope shall provide a location for the signature and the printed name of the voting member and shall be signed by the voting member with their printed name below.

The ballots shall be tabulated by an independent accounting, legal, or business organization. A committee comprised of designated member(s) of the Board of Directors shall be present as representative of the Motion Picture Sound Editors. Ballots that arrive unsigned shall be judged to be invalid and shall not be counted. A plurality shall be sufficient to decide the election. This election may be combined with the Officers election at the discretion of the Board of Directors.

Past-Presidents of the Motion Picture Sound Editors shall hold permanent voting positions on the Board of Directors as long as they remain active members in good standing. In the event that a past-president's membership ceases to be active and in good standing their position on the Board of Directors shall be permanently forfeited.

Section 4. DISQUALIFICATION OF DIRECTORS.

A Director shall be disqualified and the office declared vacant as follows:

- A. If the Director ceases to be an active or affiliate member.
- B. If the Director resigns as a Director.
- C. If the Director is elected to an office of the Motion Picture Sound Editors.
- D. If a member of the Board of Directors shall be absent from three (3) consecutive or six (6) non-consecutive regular meetings of the Board of Directors within a twelve month period, they shall be removed from office. Each Director is entitled to two (2) excused absences per calendar year. Each member shall notify an Officer of the Motion Picture Sound Editors if they will be unable to attend a regularly scheduled meeting. The Board of Directors shall be empowered to remove Board Members who fail to meet the attendance requirement.

Section 5. VACANCIES.

Vacancies on the Board of Directors during the first three (3) months following a Board of Directors election shall be filled for the duration of the unexpired term. The vacancy shall be filled from the Board of Directors category by the next highest vote recipient, based on the most recent Board of Directors election. The replacement member of the Board of Directors term shall be limited to that of the Director that the member is replacing. If there are no other candidates from the most recent election in the category of the vacancy, then the position shall remain vacant until the next scheduled election. All vacancies that occur on the Board of Directors after the first three (3) months of tenure shall remain vacant until the next scheduled election.

Section 6. QUORUM.

The presence in person of thirty per cent (30%) of the Directors and two (2) Officers or one (1) Officer and one (1) Past-President shall constitute a quorum for the transaction of business.

Section 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Each Director and Officer, whether or not then in office, shall be indemnified by the Motion Picture Sound Editors against all liabilities, costs and expenses reasonably incurred by or imposed upon them in connection with or arising out of any action, suit, or proceeding in which they may be involved or to which they may be made party by reason of their being or having been a Director or Officer of the Motion Picture Sound Editors. Such expenses include the cost of reasonable settlements made with a view to curtailing the costs of litigation. The Motion Picture Sound Editors shall not, however, indemnify such Director or Officer with respect to matters as to which they shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of their duty as such Director or Officer, nor in respect of any matter on which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion: and in no event shall anything herein contained be so construed as to authorize the Motion Picture Sound Editors to indemnify any such Director or Officer against any liability or expense by reason of any act known by such Director or Officer at the time of doing it to be unlawful, nor against any liability or expense by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of their office. The forgoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

Section 8. REGULAR MEETINGS.

Regular meetings of the Board of Directors shall be held monthly or as deemed necessary by the Board of Directors at such time and place as may be determined by the Board of Directors. The Board of Directors shall have the right to waive a regular monthly meeting.

Section 9. SPECIAL MEETINGS.

Special meetings of the Board of Directors shall be held as ordered or directed by the President or three (3) Directors, or upon written demand of five (5%) of the members of the Motion Picture Sound Editors in good standing. A demand for a Directors meeting by members shall state the purpose for which the meeting is called.

Section 10. NOTICE OF MEETINGS.

Notice of all meetings of the Board of Directors shall be given to all Directors either by standard or electronic mail, or by telephone, directed to the last known address or phone number of the Director at least seven (7) days prior to the day of such proposed meeting. Such notice shall state whether it is to be a regular or special meeting, by whom called, the time and place, and where called by members, the purpose. It shall be within the power of the Board to waive notice of meetings set on specified dates. Emergency meetings of the Board of Directors shall be exempt from the seven (7) day notice requirement. A good faith effort shall be made to provide all Board Members with as much notice as is possible.

Section 11. EMERGENCY ACTION WITHOUT MEETING.

The Board of Directors may take action on a proposal without a Board of Directors meeting under the following conditions: Approval by a majority of the Board of Directors providing that a good faith effort has been made to contact all members of the Board of Directors. All such emergency actions shall be ratified by the entire Board of Directors present at the next Board of Director's meeting.

Section 12. VOTING.

Each Director and Officer, except President or acting President, shall have one vote on all questions at all meetings of the Board, but may in no event vote as a Director by proxy. The President or acting President shall have the right to vote or to abstain in the event of a tie vote.

ARTICLE VII
OFFICERS

Section 1. REGULAR OFFICERS.

Motion Picture Sound Editors shall have a President, Vice President, Secretary, Treasurer and Sergeant-at-Arms, who shall be nominated and elected by the active members. Nominees for the Officers positions must have served on the Board of Directors for at least two (2) years during the past four (4) years. The nomination and election process shall take place between May 15th and July 15th of the designated year.

Section 2. STANDING COMMITTEES.

Motion Picture Sound Editors shall have such standing committees as shall be deemed advisable by the members of the Board of Directors. All committees shall be appointed by the President.

Section 3. VACANCIES.

An unscheduled vacancy in any office may be filled by an eligible candidate who shall be appointed by a two-thirds (2/3) vote of the members of the Board of Directors at their discretion.

Section 4. TERM OF OFFICE.

The term of office of all Officers shall be for a period of two (2) years.

Section 5. ELECTION OF OFFICERS.

The election of the Officers shall be held by mailed ballot. The ballot mailing shall state the deadline for voting and the address to which the ballot must be returned.

The ballot mailing shall also contain two (2) return envelopes. The completed ballot shall be placed in the ballot envelope. The ballot envelope shall be without distinguishing marks except as noted below. The ballot envelope may, but is not required to, have the following limited information printed on it:

- A. The name of the Motion Picture Sound Editors.
- B. The seal of the Motion Picture Sound Editors.
- C. The printed words "Ballot Envelope".
- D. Election procedure instructions.

The completed ballot shall be placed in the ballot envelope. The ballot envelope shall be placed in the mailing envelope and sealed. The mailing envelope shall provide a location for the signature and the printed name of the voting member and shall be signed by the voting member with their printed name below.

The ballots shall be tabulated by an independent accounting, legal, or business organization. A committee comprised of designated member(s) of the Board of Directors shall be present as representative of the Motion Picture Sound Editors. Ballots that arrive unsigned shall be judged to be invalid and shall not be counted. A plurality shall be sufficient to decide the election. This election may be combined with the Board of Directors election at the discretion of the Board of Directors.

ARTICLE VIII
DUTIES OF OFFICERS

Section 1. PRESIDENT.

The President shall:

- A. Preside at all meetings of the Motion Picture Sound Editors and the Board of Directors.
- B. Sign all certificates of membership approved by the members or the Board of Directors.
- C. The President shall be the Executive Officer of the Motion Picture Sound Editors, and ex-officio member of all committees. It shall be the President's duty to see that matters affecting the welfare of the Motion Picture Sound Editors are brought to the attention of the Board of Directors and/or the members. The President shall use the best efforts of the office to carry out the expressed policies and wishes of the members, together with the orders and decisions of the members and the Board of Directors.
- D. Sign checks (countersigned by the Treasurer) for the expenditure of monies of the Motion Picture Sound Editors, which expenditures have been approved by the members or the Board of Directors.
- E. Handle all public relations communications.

Section 2. VICE-PRESIDENT.

The Vice-President shall:

- A. Perform all the duties and assume all responsibilities of the President in the absence or inability of the President to act.
- B. The Vice-President shall be responsible for the distribution of minutes from the Board of Directors meetings to the members of the Board of Director not less than three (3) days prior to the next scheduled meeting of the Board of Directors.

Section 3. SECRETARY.

The Secretary shall:

- A. Keep or cause to be kept all records of the Motion Picture Sound Editors and the Board of Directors.
- B. Keep the seal of the Motion Picture Sound Editors and affix the same to such papers and instruments as shall be proper.
- C. Supervise and control the keeping of the minutes and records of the Motion Picture Sound Editors.
- D. Serve or cause to be served and give or cause to be given all notices to the members or Directors as may be provided under any proceedings under this Constitution and By-Laws.

Section 4. TREASURER.

The Treasurer shall:

- A. Receive and deposit or cause to be received and deposited all funds of the Motion Picture Sound Editors in banks or depositories selected by the Board of Directors.
- B. Countersign with the President checks for the expenditure of funds of the Motion Picture Sound Editors, which expenditures have been approved by the members or the Board of Directors. Two (2) signatures only necessary.
- C. Furnish or cause to be furnished an accurate report of the financial condition of the Motion Picture Sound Editors when required by members or the Board of Directors.

Section 5. SERGEANT-AT-ARMS.

The Sergeant-at-Arms shall attend all meetings of the Board of Directors and members. The Sergeant-at-Arms shall maintain order and decorum among members at all meetings and perform such duties as directed by the President.

Section 6. REASSIGNMENT OF OFFICER'S DUTIES.

Any duties of the officers, as described above, may be performed by any other Officer and/or designated Agent (Business Affairs Manager) as authorized by the Board of Directors.

ARTICLE IX
FEES, DUES, ASSESSMENTS

Section 1. ENTRANCE FEES.

The Motion Picture Sound Editors may choose to require an entrance fee from every person admitted to membership on such terms and conditions as may be determined from time to time by the Board of Directors.

Section 2. DUES.

Every active and affiliate member of the Motion Picture Sound Editors shall pay such dues as shall be determined from time to time by the Board of Directors. The general policy of the Motion Picture Sound Editors shall be to collect sufficient dues from its members to defray normal operating expenses. Dues shall be levied on a yearly basis.

Section 3. ASSESSMENTS.

The Board of Directors shall have power to levy such assessments on the members as may be necessary to defray the expense of normal costs of operation of the Motion Picture Sound Editors, when insufficient funds are available from other sources to pay the same. An assessment for any purpose other than to meet a deficiency in the cost of normal operating expenses can be levied only by vote of the membership. Provided further that no assessment shall ever be levied on the members of the Motion Picture Sound Editors for the raising of funds to be used in support of or in opposition to any candidate for public office and/or any measure appearing on the ballot at a City, County, State or Federal election.

Section 4. HEARINGS.

Before any disciplinary action shall be taken, written charges must be filed by an active member in good standing with the Secretary against the affected member. Written notice of the charges and the time and place of the hearing thereon must be sent by registered mail to the affected member at least ten (10) days before the date of such hearing. At any such hearing the affected member shall be given an opportunity to be heard and to present evidence in answer to such charges.

Section 5. SUSPENSION.

Any member of the Motion Picture Sound Editors may be suspended for cause by a two-thirds (2/3) vote of the Board of Directors. Written notice of suspension shall be sent to the affected member by registered letter to their last known address.

Section 6. EXPULSION.

Any member may be expelled for cause by a unanimous vote of the Board of Directors. Any member of the Board of Directors may be expelled for cause by the unanimous vote of the remaining members of the Board of Directors. Written notice of expulsion shall be sent to the affected member by registered letter to their last known address.

Section 7. RE-ADMISSION PROCEDURE.

- A. Any member suspended from the Motion Picture Sound Editors, as herein provided, may apply for re-admission by presenting to the Board of Directors a written application accompanied by the payment of a re-admission fee which shall be one-half (1/2) the current entrance fee plus the current dues, together with all delinquent fees and dues.
- B. Any member expelled from the Motion Picture Sound Editors as herein provided, may after twelve (12) months from the date of expulsion, apply for re-admission by presenting to the Board of Directors a written application accompanied by the payment of a re-admission fee which shall be one-half (1/2) the current entrance fee, together with all delinquent fees and dues. Re-admission shall be at the sole discretion of the Board of Directors and shall require a two-thirds (2/3) vote of such Board. In the event that the Board of Directors shall reject the application, such re-admission fee, less all dues then due to the Motion Picture Sound Editors, shall be returned to the applicant.

Section 8. WITHDRAWAL.

Any member in good standing in any classification of membership other than honorary may withdraw from the Motion Picture Sound Editors by giving written notice thereof to the Board of Directors. A member who thus withdraws shall not be readmitted to membership except through written reapplication addressed to the Board of Directors. In such event, such Board shall be the sole judge of the amount of past dues required to be paid by such withdrawn member, provided, however, in no case shall such amount exceed the current entrance fee, if any.

ARTICLE X
AMENDMENTS

This Constitution and By-Laws may be repealed or amended, in whole or in part, and/or additional provisions not inconsistent herewith may be adopted by majority vote of the active members of the Motion Picture Sound Editors in good standing. Such proposals shall be voted upon by mailed ballot and shall follow the same election procedures as stipulated for the election of Officers and members of the Board of Directors.

ARTICLE XI
STANDING RULES FOR MEETINGS

The following rules of order shall be observed in all meetings of Motion Picture Sound Editors:

- 1. No business shall be taken up except in the order prescribed unless, on motion, such irregularity shall be sanctioned by a majority of the members present.
- 2. No motion shall be received or laid before Motion Picture Sound Editors unless moved by two members, nor opened for discussion until stated by the presiding Officer. When a question is before the Motion Picture Sound Editors no other motion shall be in order, except, first, to adjourn; second, to lay on the table; third, the previous question; fourth, to postpone; fifth, to refer; sixth, to amend which motions shall have precedence in the order in which they are here arranged. The first three shall be decided without debate. The fourth shall also be decided without debate, unless it is proposed to postpone to a definite period, in which case it shall be debatable.
- 3. Resolutions, amendments to the Constitution and By-Laws, and charges against Officers must in all cases be presented in writing, otherwise they shall not be considered.
- 4. The mover of any verbal proposition shall, upon request of the chair or two or more members, reduce it to writing.

5. Any member entitled to a vote may move for a division of the question when the sense of the same will admit of it.
6. A motion to reconsider any former motion or vote shall only be made and seconded by members who voted with the majority.
7. When members speak they shall address the Presiding Officer, confining themselves strictly to the question under consideration. A member shall not be interrupted while speaking unless by the Presiding Officer, who may call to order to admonish to a closer adherence to the subject and to avoid all personalities.
8. On the call of a member for the previous question the Presiding Officer shall put it in this form: "Shall the main question be now put?" And until that is decided, it shall preclude all amendments to the question, and all further debate shall cease.
9. The Officer or member presiding in the absence of the President, shall, for the time being, possess all the powers and privileges vested in the President by the Constitution and By-Laws of the Motion Picture Sound Editors.
10. No subject of a partisan or religious nature shall at any time be admitted.
11. All Board of Directors meetings shall be open to any member in good standing. The Board of Directors might request by majority vote that all non-board members be excused from that part of the meeting deemed inappropriate for public discussion.
12. No person who is not a member shall be allowed at any of the meetings without the consent of the Board of Directors.
13. The results of all elections with their vote tallies shall be read into the minutes of the next regular board meeting following the election.
14. In the absence of a standing rule to apply to questions before the Motion Picture Sound Editors, recourse shall be had to Robert's Rules of Order.

ARTICLE XII
RIGHT TO USE THE LETTERS M.P.S.E.

Only Active members in good standing shall have the privilege to place or cause to be placed the letters M.P.S.E. after their names on the screen, in resumes, or in publicity of any kind.

ARTICLE XIII
MISCELLANEOUS

Section 1. PROVISIONS SEPARABLE.

If any provision of this Constitution and these by-laws shall be held to be illegal, such portion shall be deemed to be separable from and not affect other portions.

ARTICLE XIV
MPSE GOLDEN REEL AWARDS

Section 1. GOLDEN REEL AWARDS.

The Motion Picture Sound Editors shall annually present MPSE Golden Reel Awards for excellence in sound and music editing.

Section 2. RULES FOR THE MPSE GOLDEN REEL AWARDS.

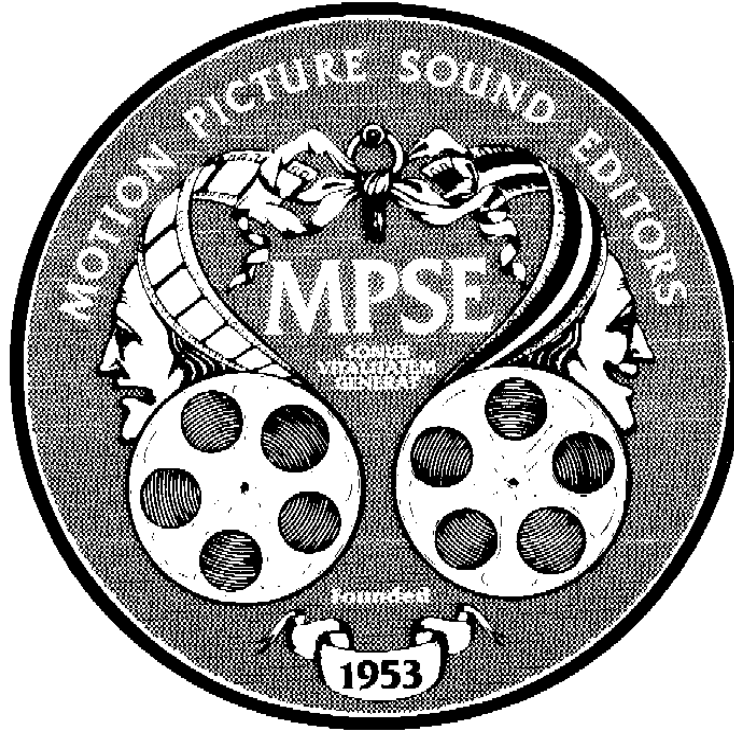
The rules of the MPSE Golden Reel Awards shall be determined by a majority vote of the Board of Directors and shall be ratified by the vote of the active members in good standing of the Motion Picture Sound Editors. Only after plurality approval of the Board of Directors and the Active Membership shall alterations of the rules be in effect.

All such rule proposals shall be voted upon by the active membership, by mailed ballot, and shall follow the same election procedures as stipulated for the election of the Officers and the members of the Board of Directors. This referendum vote may be combined with the election of the Board of Directors or the election of the Officers at the discretion of the Board of Directors.

ARTICLE XIV
THE SEAL OF THE MOTION PICTURE SOUND EDITORS

Section 1. THE MPSE SEAL.

The Seal of the Motion Picture Sound Editors shall be:



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**For more information
on the MPSE
please visit
our website
at
MPSE.org**

□ 1999 MOTION PICTURE SOUND EDITORS
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