

MOTION PICTURE SOUND EDITORS CONSTITUTION AND BY-LAWS

**Revised and Approved by the Board of Directors and the Active
Membership of Motion Picture Sound Editors July 23, 2010**

**MOTION PICTURE SOUND EDITORS
CONSTITUTION AND BY-LAWS**

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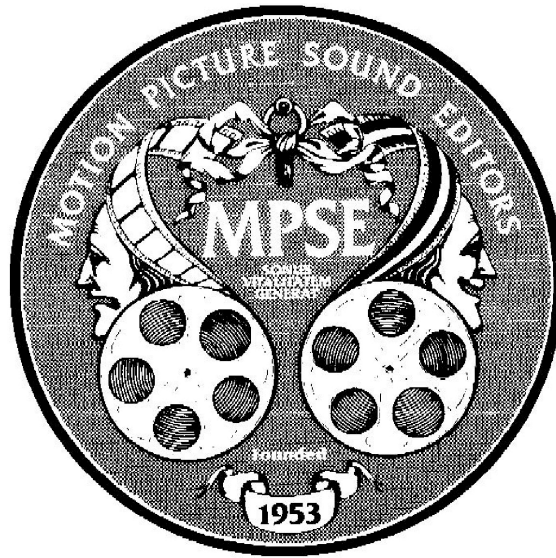
ARTICLE I
NAME, SEAL, AND OFFICE

Section 1. NAME

The name of the organization shall be “MOTION PICTURE SOUND EDITORS”

Section 2. SEAL

The organization shall have a seal, which shall be in the following form:



Section 3. NAME CHANGE

The organization may at its discretion by a two thirds (2/3) majority vote of the entire membership body change its name.

Section 4. SEAL CHANGE

The organization may at its discretion by a two thirds (2/3) majority vote of the entire membership body change its seal.

Section 5. 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, in the State of California.

ARTICLE II
OBJECTIVES, PURPOSES AND LIMITATIONS

Section 1. OBJECTIVES AND PURPOSES

The prime objectives of 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 motion picture sound and sound editing.
- C. The improvement of social relations and the economic and professional status of its members.

Section 2. LIMITATIONS

- A. 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, age, gender, sexual orientation, or nationality.

Section 2. TYPES OF MEMBERSHIP

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

- A. Active.
- B. Affiliate.
- C. Honorary.
- D. Student.
- E. Lifetime.
- F. Retired.
- G. Additional types or levels of membership may be established if deemed necessary by a two-thirds (2/3r) majority vote of the entire Board of Directors. Any new types of membership shall be made known to the membership via our corporate papers or website or any other method determined appropriate by a majority vote of Board of Directors. Any new type of membership *may* be added to this Constitution and By-Laws, though not required.

Section 3. ELIGIBILITY FOR TYPES OF MEMBERSHIP

Eligibility for membership shall be based upon the following requirements:

- A. Active
A sound editor or sound designer or music editor or Foley artist whose achievements are deemed sufficient as determined solely by the guidelines set forth in Article III Section 4 of this document.
- B. Affiliate
A sound editor or sound designer or music editor or Foley artists whose achievements are deemed insufficient as determined solely by the guidelines set forth in Article III Section 4; or a person whose profession or professional activity is affiliated or associated with sound as determined solely by the guidelines set forth in Article III Section 4 of this document.”
- C. Honorary – A person deemed worthy of such a membership by a two-thirds (2/3) majority vote of the entire Board of Directors.
- D. Student – A person who is actively enrolled in a recognized educational program with a primary interest in the art of cinematic sound and/or music. The term “cinematic” as used within this Constitution and By-Laws shall be understood to include film, television, computer entertainment or any other audio-visual medium deemed appropriate by the Board of Directors.
- E. Retired
An Active member who ceases to be actively employed in the field of cinematic sound, Foley, and/or music editing for reasons of retirement, transfer to other fields, or illness, may by a majority vote of the Board of Directors be granted retired membership status. Should a retired member become actively employed in the field of cinematic sound, Foley, and/or music editing, such fact to be determined by the Board of Directors, such member shall be returned to Active membership status enjoying all the benefits and responsibilities of Active status.
- F. Lifetime
A person deemed worthy of such a membership by a two-thirds (2/3) majority vote of the entire Board of Directors; past presidents of MPSE shall be automatically granted Lifetime Member status upon conclusion of their term in office.
- G. Additional types of members
Eligibility for new types of members shall be determined by the Board of Directors in accordance with the type of membership created. Such eligibility shall be made known to the membership via our corporate papers or website or any other method determined appropriate by a majority vote of Board of Directors. Any new eligibility *may* be added to this Constitution and By-Laws, though not required.

Section 4. QUALIFICATIONS AND ADMISSION TO MEMBERSHIP

The following requirements must be met, and steps and procedures shall be taken for admission to membership in Motion Picture Sound Editors:

- A. Any member of the sound community, or affiliated field, may request an application for membership.
- B. Active, Affiliate, and Student members must complete and submit an application to the Board of Directors. The Board of Directors shall discuss the applicant's qualifications. Acceptance of the applicant requires a majority vote of the Board of Directors.
- C. Applicants shall be notified if their membership is accepted into the organization, or if they are deemed ineligible for membership, within forty-eight (48) hours of the Board of Directors' decision.
- D. 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.
- E. Active membership:

The minimum requirement for Active Membership is proof of three (3) consecutive years experience as a sound editor or sound designer or music editor cutting Dialogue, ADR, Sound Effects, Foley, or Music or as a Foley Artist. Additionally, an applicant must have made, in the judgment of the Board of Directors, an outstanding contribution to his or her field of endeavor. The application must be completed in full, along with any supporting materials, and must be sponsored by two (2) active members. The Board of Directors may determine any additional requirements.
- F. Affiliate membership:

The applicant must be in a field or profession that is affiliated or associated with cinematic sound as determined by the Board of Directors. The application must be completed in full, along with any supporting materials, and must be sponsored by two (2) active members. The Board of Directors may determine any additional requirements.
- G. Student membership:

The minimum requirement for Student Membership is proof of active enrollment in a recognized educational program with a primary interest in the art of cinematic sound and/or music. The applicant must submit a completed application to the Board of Directors. The application must be completed in full, along with any supporting materials. The Board of Directors may determine any additional requirements.
- H. Honorary:

There is no application for this type of membership. The Board of Directors, at its sole discretion, bestows honorary membership on the honoree. The honoree must have made, in the judgment of the Board of Directors, an outstanding contribution to the field of cinematic sound.
- I. Retired:

The applicant must be an existing Active member who ceases to be actively employed in the field of cinematic sound, Foley, and/or music editing for reasons of retirement, transfer to other fields, or illness. The applicant must inform MPSE of his/her retirement, transfer to other fields, or illness.

- J. Lifetime:
There is no application for this type of membership. Lifetime members must qualify for Active Member status in order to be eligible for Lifetime Member status. The Board of Directors, at its sole discretion, bestows lifetime membership on Active Members. Past presidents of MPSE shall automatically be granted Lifetime Member status upon conclusion of their term in office.
- K. Additional types of members:
Minimum requirements (if any) and application procedures (if any) for new types of members shall be determined by the Board of Directors in accordance with the type of membership created. Such requirements and application procedures shall be made known to the membership via our corporate papers or website or any other method determined appropriate by a majority vote of Board of Directors. Any new requirements *may* be added to this Constitution and By-Laws, though not required.

ARTICLE IV **TERMS OF MEMBERSHIP**

Section 1. MEMBERSHIP RIGHTS

- A. All members shall be eligible to attend special Motion Picture Sound Editors events, seminars and screenings, participate in Motion Picture Sound Editors activities, as well as gain access to member-only areas of the organization's website. From time to time, Motion Picture Sound Editors may host events with limited space, in which case the Board of Directors may give priority space to certain types or levels of membership, as it deems necessary.
- B. 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. Proxy or absentee votes shall not be recognized at any membership meeting. 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.
- C. Affiliate Members in good standing shall be eligible to serve on the Board of Directors or hold office, except the office of President or Vice-President. Affiliate members, unless serving on the Board of Directors or holding an Office, shall not have any voting rights in any meeting, elections, or balloting.
- D. Student Members in good standing shall be eligible to attend events as stipulated in Article IV Section 1. A. of this Constitution and By-Laws. Student Members may not serve on the Board of Directors or hold office, nor shall they have any voting rights in any meeting, elections, or balloting.
- E. Honorary Members in good standing shall not have any voting rights whatsoever, nor shall they be eligible to serve on the Board of Directors or hold office.
- F. Retired Members in good standing shall have the same voting rights as Active Members, but they may not serve on the Board of Directors or hold office.
- G. Lifetime members in good standing shall have all the same rights as Active members in good standing.

H. Additional types of members shall have such rights as determined by the Board of Directors in accordance with the type of membership created. Such rights shall be made known to the membership via our corporate papers or website or any other method determined appropriate by a majority vote of Board of Directors. Any new requirements *may* be added to this Constitution and By-Laws, though not required.

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 automatically reinstated upon application and payment of entrance fees or unpaid portion thereof, unpaid dues, and/or assessments, if any. A member who has been suspended for other cause may be reinstated by a two-thirds (2/3) majority vote of the Board of Directors.

Section 4. NON ACTIVE MEMBERS

Members who are not Active Members (i.e. Affiliate, Honorary, Lifetime, Student) may participate in and enjoy the social and academic activities of Motion Picture Sound Editors, but do not have voting rights. An Affiliate Member that has been elected to the Board of Directors or to office 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 annually.

Section 7. INSPECTION OF RECORDS

Any Active Member of Motion Picture Sound Editors in good standing shall have the right to examine all books and records of Motion Picture Sound Editors. A member requesting such examination must make such request with the Board of Directors in writing and allow at least 30 days for said request to be granted and executed.

Section 8. 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 last known address of 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. The affected member shall have the right to postpone and reschedule the hearing one (1) time. Postponing and rescheduling of the hearing must be requested no later than three (3) days before the date of such hearing by petitioning the Secretary for such postponement by mail, electronic mail, phone, or in person. In the event of postponement and rescheduling of a hearing, the members of the Board of Directors will reschedule the hearing to a new date and time, to be determined by the Board of Directors. Every effort will be made to schedule hearings at a time and place that is convenient for all parties involved.

Section 9. SUSPENSION

Any member of Motion Picture Sound Editors may be suspended for cause by a two-thirds (2/3) majority vote of the Board of Directors. Written notice of suspension shall be sent to the affected member by registered mail to their last known address. Cause shall be determined to be loss of good standing as described in Article IV Section 2 of this Constitution and By-Laws, and/or partaking in illegal or unethical activities that tarnish the good name of Motion Picture Sound Editors, and/or behaving in a manner that willfully and maliciously contradicts with the best interests of Motion Picture Sound Editors. Any member shall be entitled to a hearing prior to suspension, except in the case of suspension due to loss of good standing, in which case the member may be suspended without hearing.

Section 10. EXPULSION

Any member may be expelled for cause by a two-thirds (2/3) vote of the entire Board of Directors. Any member of the Board of Directors may be expelled for cause by a two-thirds (2/3) vote of the entirety of the remaining members of the Board of Directors. Written notice of expulsion shall be sent to the affected member by registered mail to their last known address. Cause shall be determined to be loss of good standing as described in Article IV Section 2 of this Constitution and By-Laws, and/or partaking in illegal or unethical activities that tarnish the good name of Motion Picture Sound Editors, and/or behaving in a manner that willfully and maliciously contradicts with the best interests of Motion Picture Sound Editors. Any member or Director shall be entitled to a hearing prior to expulsion.

Section 11. 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 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 Motion Picture Sound Editors, shall be returned to applicant.
- C. The Board of Directors, at its discretion, may waive the re-admission fee, and/or delinquent fees and dues on a case-by-case basis.

Section 12. 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 require to be paid by such withdrawn member, provide, however, in no case shall such amount exceed the current entrance fee, if any.

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, as well as its purpose.

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.

ARTICLE VI **THE BOARD OF DIRECTORS**

Section 1. POWERS

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

- A. To conduct, manage and control the affairs and business of Motion Picture Sound Editors, and to make such rules and regulations therefore 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 Motion Picture Sound Editors, and to cause to be executed and delivered therefore, in the name of Motion Picture Sound Editors, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore. Any transaction that would result in the significant indebtedness of Motion Picture Sound Editors will require approval by a majority vote of the Board of Directors.
- D. To appoint a Business Affairs Manager to handle the day-to-day operations of Motion Picture Sound Editors.
- E. To conduct general elections as they deem necessary to manage the business of Motion Picture Sound Editors.
- F. To remove Board Members who fail to meet the attendance requirement as described in Article VI section 4 D.

Section 2. NUMBER OF THE BOARD OF DIRECTORS

The authorized number of elected Directors of Motion Picture Sound Editors shall be no less than twelve (12) and no more than twenty-six (26).

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 Motion Picture Sound Editors shall elect the Board of Directors so that the composition of the Board of Directors shall endeavor to be approximately proportionate to that of the general membership in the following categories:

- A. Feature motion picture sound editors.
- B. Television sound editors.
- C. Music editors.
- D. Foley Artists.
- E. Active Members residing outside of the southern California area.
- F. Other categories as may be determined by the Board of Directors, including but not limited to no more than two (2) Affiliate Members to the Board of Directors.

Those eligible to run for the Board of Directors must have been an Active or Affiliate member in good standing for at least two (2) years. Members who run to the Board of Directors shall do so in the category 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 (50%) of the board shall be elected in any given year. The nomination and election process shall be placed on the annual calendar so that the new board can be announced at the Golden Reel Awards show and shall take office in the first meeting following the awards.

Election of Directors shall follow all the rules, procedures and stipulations defined in Article XII of this Constitution and By-Laws.

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 Motion Picture Sound Editors.
- D. If a member of the Board of Directors shall be inexcusably absent from three (3) consecutive or six (6) non-consecutive regular meetings of the Board of Directors within a twelve (12) month period. Each member shall notify an Officer of Motion Picture Sound Editors ahead of time if they will be unable to attend a regularly scheduled meeting in order for the absence to be considered an excused absence.
- E. If the Director engages in any illegal or unethical activities, and/or abuses their power for personal gain, and/or acts in a manner that willfully and maliciously contradicts with the best interests of Motion Picture Sound Editors. Should this be the case, the Director shall be entitled to a hearing under the provisions set forth in Article IX Section 4 of this Constitution and By-Laws.

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 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. In the event that a vacancy causes the number of the Board of Directors to fall below twelve (12), a special election must be conducted to fill the vacancy, and the duration of this new Director shall conform to the same rules stipulated above.

Section 6. QUORUM

The presence in person of thirty percent (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 Motion Picture Sound Editors against all liabilities, costs and expenses reasonably incurred by or imposed upon them in connection with and 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 Motion Picture Sound Editors. Such expenses include the cost of reasonable settlements made with a view to curtailing the costs of litigation. 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 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 percent (5%) of Motion Picture Sound Editors members 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, or by any other means agreed upon by the Board of Directors, directed to the last known address or phone number or email address 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 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 Directors present at the next Board of Directors 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 of Directors, 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 within four (4) years of their nomination. The nomination and election process shall take place at the same time as the Board of Directors.

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 Director. 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. The replacement Officer's term shall be limited to that of the Officer that the member is replacing.

Section 4. TERM OF OFFICE

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

ARTICLE VIII
DUTIES OF OFFICERS

Section 1. PRESIDENT

The President shall:

- A. Preside at all meetings of Motion Picture Sound Editors and the Board of Directors.
- B. Sign all certificates approved by the members of the Board of Directors.
- C. The President shall be the Executive Officer of 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 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 Motion Picture Sound Editors, which expenditures have been approved by the members of the Board of Directors.
- E. Handle all public relations communications.
- F. In the event the President shall be unable to preside at a meeting as prescribed above, the President shall assign another Officer to preside over said meeting as permitted within this Constitution and by-Laws.

Section 2. VICE-PRESIDENT

The Vice-President shall:

- A. Perform all the duties and assume all the responsibilities of the President in the absence or inability of the President to act.

Section 3. SECRETARY

The Secretary shall:

- A. Keep or cause to be kept all records of Motion Picture Sound Editors and the Board of Directors.
- B. Keep the seal of 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 Motion Picture Sound Editors.
- D. Serve or cause to be served and give cause to be given all notices to the members or the Directors as may be provided under any proceedings under this Constitution and By-Laws.
- E. Be responsible for the distribution of minutes from the Board of Directors meetings to the members of the Board of Directors not less than three (3) days prior to the next scheduled meeting of the Board of Directors. **[This moved from the VP to the Secretary because it is really a secretary job, not a VP job]**

Section 4. TREASURER

The Treasurer shall:

- A. Receive and deposit or cause to be received and deposited all funds of 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 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 Motion Picture Sound Editors, including an annual report, when required by members of the Board of Directors.

Section 5. SERGEANT-AT-ARMS

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 that is authorized by the Board of Directors.

ARTICLE IX
FEES, DUES, ASSESSMENTS

Section 1. ENTRANCE FEES

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. Honorary Members and Lifetime Members shall be exempt from paying entrance fees.

Section 2. DUES

Every ~~active and affiliate~~ member of 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 Motion Picture Sound Editors shall be to collect sufficient dues from its members to defray normal operating expenses. Dues shall be leveled on a yearly basis. Honorary Members and Lifetime Members shall be exempt from paying dues.

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 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 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.

ARTICLE X **AMENDMENTS**

Section 1. AMENDMENTS

This Constitution and By-Laws may be replaced 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 Motion Picture Sound Editors in good standing. Such proposals shall be voted upon following the same election procedures as stipulated in Article XII of this Constitution and By-Laws.

ARTICLE XI **ELECTIONS AND BALLOTING**

Section 1. PERMISSABLE BALLOTING METHODS

The election of the Board of Directors and Officers, as well as any other election or ballot may be conducted by mail ballot, or electronic media, including secure web-based voting, or any other means of electronic transmission approved by the Board of Directors, or a combination of methods, provided, however, that a single medium shall be employed for each vote. The ballot shall state the deadline for voting, and in the case of mail ballots, the address to which the ballot must be returned. The Board of Directors shall have the authority to examine the eligibility of any voter.

Section 2. MAIL BALLOTS

In the event a mail ballot is to be used, the following procedures shall be adhered to: In addition to the deadline and address to which the ballot must be returned, the ballot mailing shall also contain two (2) return envelopes. 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 Motion Picture Sound Editors.
- B. The seal of 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 printed name of the voting member and shall be signed by the voting member with their printed name below.

Section 3. TABULATION OF BALLOTS

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 may be present as representative of Motion Picture Sound Editors. Mail ballots that arrive unsigned shall be judged to be invalid and shall not be counted. A plurality shall be sufficient to decide the election.

Section 4. ELECTIONS

Any and all elections may be combined with other elections at the discretion of the Board of Directors.

ARTICLE XII
MISCELLANEOUS

Section 1. PROVISIONS SEPARABLE

If any provisions of this Constitution and By-Laws shall be held to be illegal, such portion shall be deemed to be separable from and not affect other portions. If any provision of this Constitution and By-Laws shall be held to be in conflict with MPSE's non-profit status, such portion shall be deemed to be separable from and not affect other portions.

ARTICLE XIII
MPSE GOLDEN REEL AWARDS

Section 1. GOLDEN REEL AWARDS

Motion Picture Sound Editors shall annually present MPSE Golden Reel Awards for excellence in sound editing, sound design, music editing and Foley artistry.

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 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.