



## **AATCC BYLAWS**

(Last amended October 2019)

### **Article I Admission**

**Section 1: Candidates for Membership** — A candidate for Senior, Associate, or Student membership shall complete and submit the membership form of the Association, accompanied by payment of dues.

**Section 2: Requirements for Student Membership** — Every candidate for Student membership must be principally engaged in study, and must be so certified in writing by the faculty advisor for the Student Chapter or responsible faculty member of the educational institution in which he or she is enrolled. A Student member automatically becomes an Associate member on October thirty-first following termination of his or her school attendance unless qualified for senior membership.

**Section 3: Transfer from One Class of Membership to Another** — An Associate or Student member desiring transfer to senior membership shall complete and submit the membership form of the Association.

**Section 4: Election Procedure** — Every completed membership form, accompanied by the membership fee, shall be sent to the Executive Vice President of the Association, who shall publish as soon as practical in the official magazine of the Association, on the website, by e-mail, or other means of communications the names of all new members, together with their proposers, if any. Approval by the Membership Department or Executive Vice President shall complete the election procedure. Fees of all candidates failing election shall be returned to them by the Executive Vice President.

**Section 5: Election of Honorary Members** — Election of Honorary members shall be by letter ballot of the Board of Directors and shall be by a two-thirds affirmative vote of its entire membership.

### **Article II Dues**

**Section 1: Annual Dues** — The Board of Directors shall annually review the dues for membership in each grade. A two-thirds affirmative vote of the members of the Board of Directors present shall be required to change dues.

**CORPORATE MEMBER** — Dues shall be in accordance with prevailing schedule of suggested dues based upon relative interests in AATCC.

**Section 2: Dues of Life Members** — Any Senior or Associate member who pays into the Treasury of the Association an amount 15 times the current membership rate in one payment shall be designated a Life member and shall be exempt from any further payment of annual dues. Upon election, a President of the Association and all Chapin Award recipients shall automatically become Life Members, exempt from further payment of dues.

**Section 3: Payment of Dues** — The fiscal year of the Association shall begin January first. The dues year for individual and corporate members shall begin on the member's join date, and shall be renewable annually based on that date. All dues shall be payable in advance.

**Section 4: Resignation** — A member may not resign in good standing until he or she has discharged all indebtedness to the Association. Resignation shall be accepted at any time from a member whose dues are fully paid.

**Section 5: Loss of Rights and Reinstatement** — A Member whose dues are in arrears on his or her

renewal date shall be notified in writing, and unless payment be made within one month, he or she shall cease to have any privilege or right in the Association. Such member may, however, be restored after full payment of dues. During a later year a former member may be reinstated upon payment of dues. A member who resigned in good standing may be reinstated with the dues privileges accorded a member in Section 4 of this Article.

**Section 6: Emeritus and Retired Members** — After full retirement from a major source of income, a Senior or Associate member, currently or formerly enrolled with 30 years in those classes of membership, or a Senior or Associate member with 20 years in those classes of membership who by reason of health or disability is in early retirement, may apply for Emeritus Membership by writing to the Executive Vice President requesting verification of eligibility for such membership, the Executive Vice President to forward the application and verification to the Membership Director for final action.

Emeritus Members shall be exempt from further payment of dues or special assessments and will retain all privileges of the membership classification last held.

Those members not qualifying for Emeritus status may qualify for retiree standing according to the following specifications: A) Must be fully retired from the textile, apparel, or related industries, B) Must be age sixty or older, or must have been a dues-paying member of the Association for ten or more years. Requests for retiree status must be made in writing, using the appropriate form provided by the Membership Department. Qualifying members will pay one-half of current senior dues and will retain all

privileges of the membership classification last held.

**Section 7: Honorary Members** — Upon election, honorary members of the Association shall be exempt from payment of dues.

### **Article III**

#### **Duties of Officers**

**Section 1 – Duties of the Board of Directors** - The Board of Directors shall conduct the affairs of the Association. It shall exercise general supervision of the management of the Association.

The Board of Directors shall implement policies, act as the legal corporate representative of the Association and as trustee of all properties, and approve all funds to be expended in carrying out the aims and objectives of the Association.

The Board of Directors shall approve the members of standing and special committees established by the Constitution, Bylaws, or Board of Directors. It shall coordinate the policies of all standing and special committees and shall approve such additional special committees as deemed necessary.

The Board of Directors shall appoint an individual who has been a senior member of the Association for ten years and past member of the Board of Directors to serve as Treasurer of the Association. The Treasurer shall serve for five years; however, his or her term may be extended on the recommendation of the Board of Directors beyond the limit specified.

The Board of Directors may designate and appoint by majority vote a senior member as either an Emeritus Director or Emeritus Treasurer. There shall be no more than three Emeritus Directors or one Emeritus Treasurer. This designation shall remain separate from the designation of Emeritus Member found in Bylaws Article II Section 6. The duties of the Emeritus Directors or Treasurer shall be to utilize their experience and

knowledge to advise and guide the Board of Directors in their governance.

A Candidate shall be nominated by the President with a statement of any specific duties the Emeritus Director or Treasurer is expected to perform. The term of Appointment shall be three years and may be extended for additional three-year terms by the Board of Directors as long as the total number of Emeritus Directors or Treasurer does not exceed the above number.

In order to be considered for designation as an Emeritus Director or Treasurer, a person must be a former member of the AATCC Board of Directors who has served the AATCC Board of Directors with distinction and held an important leadership role, and made or continues to make significant contributions to the AATCC.

An Emeritus Director or Treasurer shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by AATCC. An Emeritus Director or Treasurer shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

The Board of Directors shall review and approve an annual budget with the Appropriations Committee or presented by the Appropriations Committee.

The Board of Directors shall be responsible for the management of the office of the Association and shall employ an Executive Vice President, a suitable staff, and necessary professional services.

Only one individual from a given company or organization shall serve as a voting member on the Board of Directors. If two or more individuals on the Board are from the same companies or organizations, only one

individual from those companies or organizations shall be designated and serve as the voting member on the Board. The remaining individual or individuals from those organizations serving on the Board may participate, but without vote. The Executive Vice President in consultation with the President will consult with those individuals, make the determination, and record which will be voting members of the Board of Directors.

**Section 2: Duties of President** — The President shall preside at each meeting of the Association or of the Board of Directors. He or she shall call each meeting of the Board of Directors, except as provided in the next Section of this Article, through written notice from the Executive Vice President to each Board member, or during incapacity of the Executive Vice President, through the Treasurer. The President shall be an ex officio member of all committees.

**Section 3: Duties of President-Elect** — If the President is absent or disabled, the President-Elect shall serve as President Pro Tem until the President shall resume the duties of the office. If the President is unable to remain in office for any reason, the President-Elect shall immediately assume the office of President and serve the remainder of the President's term in addition to the natural term of progression of the President-Elect. The President-Elect shall be an ex officio member of all committees.

If the office of President-Elect position becomes vacant due to progression or other cause, a special called election of the Senior membership will be held as soon as practical, or as determined by the Board of Directors, to elect a new President-Elect.

**Section 4: Duties of Regional Board Members** — Regional Board Members shall be members of the Board of Directors and ex-officio members of the Membership Committee.

**Section 5: Duties of Executive Vice President** — The Executive Vice President shall perform such administrative duties as are delegated by the Board of Directors. He or she shall serve as Secretary or Clerk of the AATCC corporate body as appropriate and shall be an ex officio member of all committees of the Board of Directors. The Executive Vice President shall report to the Board through the President, and, subject to the Board of Directors, shall be responsible for the administration and management of the staff operations, the work of the employees of the Association, personnel changes, and hiring staff. The Executive Vice President shall draft an annual budget for review and comment by the Appropriations committee and approval by the Board of Directors. He or she shall recommend to the Board the annual salary budget of staff members, provided that such salaries shall be subject to review, upon request of the Board of Directors, at the time of the presentation of the annual budget. The Executive Vice President shall be the custodian of the records and printed literature and such properties as the Association may hold for distribution to its membership or the public; and shall perform such duties as may be specified by the Constitution, the Bylaws, or by vote of the Board of Directors. He or she shall receive and record all payments of dues assessments, contributions and payments for literature or other properties of the Association; and monthly or upon request of the Treasurer, shall submit to the Treasurer an accounting of all items received and a statement of such disbursements as have been made of the funds assigned to him or her by the Treasurer during that interval. He or she shall prepare and approve all vouchers for expenditures from the Treasury of the Association, and forward them for approval and payment as prescribed in the next section of these Bylaws. The Executive Vice President shall be

bonded in an amount considered proper by the Board of Directors.

In the event of incapacitation and/or resignation of the Executive Vice President, the President shall appoint a staff member or other individual to perform the duties of the Executive Vice President until the appointment of a new Executive Vice President by the Board of Directors.

**Section 6: Duties of Treasurer** — The Treasurer shall deposit the funds of the Association as directed by the Board of Directors, and shall invest them in such amounts and in such securities as meet the Prudent Man Rule. He or she shall process or authorize the payment of all bills and other evidences of indebtedness of the Association after such have been approved in writing by the President and/or Executive Vice President, according to current procedures set by the Board of Directors. The Association's books of accounts shall be open to examination by the Board of Directors. He or she shall render a written report of the financial condition of the Association at each Board of Directors' meeting, and an annual report after the completion of each fiscal year. The Treasurer shall be bonded in an amount considered proper by the Board of Directors.

In the event of incapacitation and/or resignation of the Treasurer, the President, in consultation with the Executive Vice President, will identify and nominate a Senior member who meets the job specifications to perform the duties of the Treasurer. The nominee shall then be recommended and appointed by majority vote of the Board of Directors.

**Section 7: Letter Ballots of Board of Directors** — Any question that might properly be submitted to vote in a Board meeting may, due to urgency, be submitted to the Board of Directors through letter ballot, in form acceptable to the Board. A majority vote of the entire Board of Directors, so obtained, shall have the same force as a majority vote of

those constituting a quorum in a Board meeting.

**Section 8: Assumption of Office** — Elected officers shall assume office on January first following their election.

## Article IV Committees

**Section 1: Standing Committees of the Board** — Except where otherwise noted, the Board of Directors by majority vote shall appoint or confirm the following standing Committees and their Chairs annually: an Executive Committee on Research; a Committee on Appropriations; a Membership Committee; a Publications Committee; a Committee on Constitution and Bylaws; a Committee on Conferences; and an Education Advisory Board.

**Section 2: Composition of Executive Committee on Research** — The Chair of the Executive Committee on Research, confirmed by the Board of Directors, having typically served as Chair of TCR for three years and Vice-Chair of TCR for three years, shall become a member of the Board of Directors. The President-Elect, Immediate Past President, Chairs of Interest Groups, Chair of the International Test Method Committee, Chair of the Colour Index Committee, Chair of the Education Advisory Board, and Education Director shall be ex officio members of this Committee. The Vice-Chair of this Committee shall be the Chair of the Technical Committee on Research, confirmed by the Board of Directors, as provided in Section 4 of this Article. The Technical Director serves as secretary of this committee. In addition there shall be six senior members appointed by the Board of Directors, each for such terms, not exceeding three years, as will permit each year two new appointments for terms of three years each. No such appointed or confirmed member shall serve consecutively in that capacity more than three years. No one may

serve consecutively as Chair of this Committee more than three years.

Only one individual per company or organization shall be a voting member of ECR. The Secretary of this committee will keep on file the name of the individual designated by a company or organization, as the voting member representing that company or organization, when more than one member from a company or organization serves on ECR.

**DUTIES OF EXECUTIVE COMMITTEE ON RESEARCH** – This Committee shall be responsible for establishing policy for, and programming of, all test method development and technical activities not specifically delegated to other special interest groups.

**Section 3: Composition of Technical Committee on Research and Its Subcommittees** — This shall be a subcommittee of the Executive Committee on Research. The Chair and Vice Chair of the Technical Committee on Research shall be confirmed by the Board of Directors and the Executive Committee on Research, but no one shall serve in this capacity consecutively more than three years. The Technical Committee on Research would elect a Vice Chair of TCR, who would typically serve in that capacity for three years. The Vice Chair of the Technical Committee on Research will rotate to chair upon completion of a three year term or shorter if the Chair of ECR vacates that office earlier, and then rotate to chair of the Executive Committee on Research for three years. Subject to approval by the Executive Committee on Research the Chair shall appoint members of the Technical Committee on Research; members of the active subcommittees as required to carry on specific projects, and Chairs of these subcommittees after consulting with their members; Chairs of other subcommittees to which technical inquiries on various subjects may be referred, such committees to be

designated as “research subcommittees.” Regional Board Members, Interest Group Chairs, members of the Executive Committee on Research, and Chairs of subcommittees of TCR shall be ex officio members.

Each active subcommittee shall have a Secretary, appointed by its Chair. Each active subcommittee shall report to the Technical Committee on Research at least twice a year, and shall submit a written report for publication at least once a year. No member may be Chair of more than two active technical subcommittees at one time, nor a voting member of more than three active test method subcommittees, and in addition, three technology subcommittees. Exceptions permitting a member to be a voting member of more than three active test method subcommittees and/or three technology subcommittees may be granted by the Executive Committee on Research upon written petition from the member. A person shall not serve as Chair of an active technical subcommittee for more than three years consecutively, but may continue as a member.

**DUTIES OF THE TECHNICAL COMMITTEE ON RESEARCH** — The Technical Committee on Research shall hold at least two meetings in every year, which shall be called by its Chair at the direction of the Executive Committee on Research. Unless otherwise specified by the Executive Committee on Research, the Chair of the Technical Committee on Research shall be responsible for contact with other committees of the Association on technical matters, and for coordinating all cooperative research with outside organizations.

**Section 4: Committee on Appropriations** — The Committee on Appropriations shall consist of the President, President-Elect, Immediate past president, Treasurer, and Executive Vice President of the Association and three additional Past

Presidents appointed by the Board of Directors. The immediate past president shall serve as Chair. In the event that he or she is not available, the Treasurer shall serve as Chair pro tem. Any proposal made to the Board of Directors at any meeting involving the expenditure or investment of the Association’s funds, before being voted on by the Board of Directors, shall be reviewed by the Appropriations Committee to investigate its merits. The Appropriations Committee shall review the proposed expenditure and make any recommendations to the Board of Directors concerning the availability of funds. The Board of Directors may delegate authority to the Committee on Appropriations to invest funds appropriated by the Board of Directors for Investment, and to sell securities owned by the Association and reinvest the proceeds, in accordance with the limitations of Article III, Section 6, of these Bylaws. The Committee on Appropriations shall report any such action to the Board of Directors at the next Board of Directors’ meeting. It shall be the further duty of this Committee to review or prepare annually with the Executive Vice President a budget covering total estimated expenditures of the Association for the succeeding year, and present this for final review to the Board of Directors for approval by majority vote. The Appropriations Committee shall also serve as the Audit Committee and review and report on the annual audit and financial condition of the Association.

**Section 5: Membership Committee** – The Chair of the Membership Committee shall serve for a four-year term. The committee shall consist of the Regional Board Members and Chairs of Interest Groups. To further individual and corporate membership growth, the Committee shall also include as ex officio members the Chairs of any Membership Committees of regions and local sections.

**Section 6: Publications Committee**

— The Publications Committee shall be appointed by majority vote of the Board of Directors. This Committee shall have control of the publications of the Association.

**Section 7: Committee on Constitution and Bylaws**

— The Committee on Constitution and Bylaws shall consist of four senior members, at least one past president, appointed by majority vote of the Board of Directors. Every proposal to amend the Constitution or Bylaws shall be first submitted to this Committee for its recommendations to the Board of Directors. Questions relating to interpretation of the Constitution and Bylaws shall be resolved by this Committee, subject, if desired by the inquirer, to appeal to, and final decisions by, the Board of Directors.

**Section 8: Composition of Committee on Conferences**

— The Committee on Conferences shall consist of a Chair appointed by majority vote of the Board of Directors. In addition, there shall be three senior members appointed by majority vote of the Board of Directors, each for such terms, not exceeding five years, as will permit each year two new appointments of three years each. The Regional Board Members of the Association, Chairs of Interest Groups, the Chair of the Executive Committee on Research, Education Director, Publications Director, Executive Vice President, and such officers as the Board of Directors may authorize of other conferences of the Association shall be members ex officio of this Committee. The Education Director of the Association shall serve as secretary to the Committee.

**DUTIES OF THE COMMITTEE ON CONFERENCES**

— This Committee shall recommend to the Board of Directors dates and cities for AATCC International Conference, taking into account dates of other related textile conferences and events and keeping in mind locations appropriate to the

convenience of the membership and the local facilities available. The Committee shall strive to schedule the International Conference at least three years in advance. The Committee shall receive proposed operating budgets from the Executive Vice President for the International Conference and make recommendations concerning these budgets to the Board of Directors with prior approval by the Appropriations Committee.

This Committee shall be responsible for the planning, management, and execution of the International Conference. It shall establish policies and procedures for the programming, management, and general conduct of these events, using the current operating manual for the International Conference as a guide. In the event of conflict of language or purpose between the Association Bylaws and the current Operating Manual, the Bylaws shall prevail unless the Board of Directors shall vote specifically to allow such contrary action.

**FINANCES OF INTERNATIONAL CONFERENCE**

— The excess of Conference revenues over Conference expenses shall be added to the Treasury of the Association. Should a deficit occur, the deficit will be discharged by the Board of Directors.

Conferences other than the International Conference shall be responsible for their finances. They shall submit annually to the Treasury of the Association a financial statement.

**Section 9: Education Advisory Board**

— The members of the Education Advisory Board shall be appointed by majority vote of the Board of Directors, and shall guide the educational programs of the Association through topic development, technology utilization, and resource management. ECR, TCR, and Interest Group chairs shall be ex officio members of this committee.

**Section 10: Appointment of Special Committees**

— The Board of Directors or the President alone may appoint special committees, or Chairs with power to select the members of their committees or Interest Groups, to perform specific duties.

**Section 11: Reports of Committees**

— Every standing and special committee shall report to the Board of Directors in a manner and at a time specified by the President of the Association through proper notice to the Chair.

**Section 12: Committee Appointments**

— Members of standing and special committees of the Board of Directors may consecutively serve up to five years, unless otherwise specified. Should a member of a committee with previous service on that committee be appointed its chair, he or she may serve up to five years as chair, unless otherwise specified. The Board of Directors may extend an appointment beyond the specified limits by a majority vote of the Board of Directors. Core committees shall appoint subcommittees annually unless otherwise specified and may establish terms for length of service on such subcommittees.

**Article V**

**Expulsion of Members**

**Section 1:** A two-thirds affirmative vote of the entire Board of Directors may expel any member of the Association for misuse of the privileges of membership or conduct unbecoming a member.

**Article VI**

**Affiliations with Kindred Interests**

**Section 1:** The Board of Directors may arrange affiliations with kindred interests for the purpose of fulfilling the objects of the Association, as defined by the Constitution.

**Article VII Prizes**

**Section 1:** From the funds of the Association, the Board of Directors

may offer prizes for the furtherance of the objects of the Association.

### **Article VIII Publications**

**Section 1: Publication Rights** — All papers presented at any meeting of the Association shall become the property of the Association unless otherwise specified by the Publications Committee. Such papers shall not be published elsewhere without the express, written consent of the Publications Committee.

### **Article IX Privileges**

**Section 1: Privileges of Members** — Members are privileged to attend all general and sectional meetings, subject only to such fees as may be levied generally to defray the expenses of such meetings. Each member is entitled to receive a subscription to AATCC REVIEW, for which a portion of member dues are used for this purpose. This portion shall be set annually by the Board of Directors, and if no change is indicated, the current portion at that time shall remain unchanged. Non-member subscriptions are also available at a separate rate.

### **Article X Regions and Sections**

**Section 1: Definition and Membership of Regions and Sections** — Regions and Sections of the Association shall be local groups of Association members, self-governing insofar as is consistent with the Constitution and Bylaws of the Association. The territorial limits of each Region and Section shall be determined by the Board of Directors of the Association and may be changed at its discretion. Upon joining the Association, members may indicate the active Section with which they wish to be affiliated and participate in Association Activities. It is not mandatory for members to join or be active in any Section. If a member elects not to join or be active in any

specific Section, for record keeping purposes, the member will be considered to be in the Section and Region in which he or she resides if such a section or region exists in that location. If a member joins a Section outside of the Region in which he or she resides, the member will be considered to be affiliated with the Region of the Section he or she elected to join. It is also permissible for Regions to hold their own activities outside of specific Sections (with the assistance of the Regional Director, Section Officers, volunteers, or Staff), so long as such activities conform to the rules, Constitution, and Bylaws of the Association.

**Section 2: Mode of Formation** — Twenty-five or more senior Association members residing in any geographical area may notify the Board of Directors of their desire to form a Section. If, in the opinion of the Board of Directors, the formation of such a Section (or even a new Region) is desirable, the Board of Directors shall designate the geographic limitations of the Section and appoint a Secretary *pro tem.*, who shall call a meeting of all members in that Section. This meeting shall decide whether such a local Section (and possible new Region) shall be formed.

**Section 3: Organization of Sections** — Each Section shall have a Chair, a Vice-Chair, a Secretary and a Treasurer. These officers, along with up to four other members (whose duties shall be determined by each individual Section), shall constitute the Sectional Committee. All these Officers shall be elected every three years, with no individual holding the same specific office (except, at the Section's discretion, the Treasurer) for more than one consecutive three-year term.

**DISCOUNT ON DUES** — A 50% discount of AATCC dues is available to Sectional Officers. Two discounts are available per section, one for the Section Chair and the other to a Section Officer designated by the

Chair. AATCC will not offer refunds on memberships already in effect - instead, at renewal time, a current membership can be extended for another year at the 50% rate. The Section Officers must contact the Membership staff annually to designate the individuals eligible for the 50% discount.

**Section 4: Duties of Sectional Officers** — The Chair, or in his or her absence the Vice-Chair, shall preside at all meetings. The Chair may appoint committees other than the Sectional Committee to have charge of special affairs.

**FINANCES OF SECTIONS** — Active sections are to be reimbursed for expenses annually by the Treasurer of the Association in the month of August. Active sections having at least 25 or more Senior and Associate Members shall be reimbursed annually at the rate of 7.5 percent of the membership dues of both classes of members. For a Section to be considered "active," there shall be at least one meeting per year which could be a webinar/conference-call meeting, or a meeting where the section officers or other section members are invited to meetings or functions for the purpose of developing sectional programs, interviewing students for possible scholarships, visiting student chapters, or other sectional activities. The minimum annual reimbursement for expenses to any Section shall be \$225.

For the expenses of a newly organized and accepted Section up to its initial May first, the Board of Directors may at its discretion appropriate funding; but this shall not prevent any subsequent reimbursements as provided in the preceding paragraph.

**REPORTS OF SECTIONS** — **REPORTS OF SECTIONS** — The Chair or Secretary of each Section shall submit to the Executive Vice President of the Association a report of each meeting within thirty days of the meeting. Each Section shall submit an Annual Report describing

the year's activities of the Section, along with the annual Treasury Report/Summary of Receipts and Disbursements, to the Executive Vice President by February 28 of each year. If these reports are not submitted, the Sectional reimbursement may be withheld.

**Section 5: Regional Board Members**— Each Region shall be represented in the Board of Directors of the Association by a Regional Board Member, elected by the Regional membership, to take office on the January first next following his or her election. The Regional Board Member shall be a senior member of the Association.

The Regional Board Member of a new Region shall take office immediately upon election.

**REPLACEMENT OF REGIONAL BOARD MEMBERS** — To replace a Regional Board Member lost by death or resignation, a Region may elect a new Regional Board Member to take office immediately upon election.

**SUBSTITUTE REGIONAL BOARD MEMBERS**—If a Regional Board Member representing a Region will not be able to attend a Board of Directors' meeting, he or she may designate in writing to the Executive Vice President of the Association any Senior Member of the Region to represent the region in that meeting. If no substitute has been appointed, the President may appoint a senior member from that Region to serve. In no case shall the appointment apply to more than one meeting, and no individual may cast more than one vote on any motion in a Board of Directors' meeting. If the Nominating Committee is meeting during the period of time in which a substitute of the Region is in attendance, the substitute is allowed to serve as a member of the Nominating Committee for that Region.

Notice of a substitute's participation in the Nominating Committee and Board of Directors meeting must be made in writing by

the Regional Board Member to the Executive Vice President or President no later than twenty-four hours prior to the meeting that the substitute will be attending.

**Section 6: Geographic Regions of the Association** — Regions are comprised of groups of one or more Section. For the purposes of Article VI of the Constitution, the New England Region shall be comprised of the New England Section; the Central Atlantic Region shall be comprised of the Delaware Valley, Hudson Mohawk and NY-Metro Sections; the Midsouth Region shall be comprised of the Piedmont Section; the Southern Region shall be comprised of the Gulf Coast Section; the Western Region shall be comprised of the Northwest and California Sections, and the Southeast Asia Region shall be comprised of the India Section. A newly organized Section shall be considered a part of that Region to which, as compared with other Regions, the largest number of its Senior Members belonged at the time of the organization of the new Section. A vote by the Board of Directors to add or delete a section includes the Board of Directors' approval to amend this section of the Bylaws.

## **Article XI Interest Groups**

**Section 1: Definition and Membership of Interest Groups** – Interest groups shall be based on a commonality of interest in a particular subject matter and not on geographic designation. The initial three Founding Interest Groups will be Chemical Applications; Materials; and Concept 2 Consumer (C2C).

**Section 2: Mode of Formation of New Interest Groups** –One hundred or more of Association Senior members may notify the Board of Directors by signed petition of their desire to form a new Interest Group in areas not covered by the three Founding Interest Groups. If in the opinion of the Board of Directors the

formation of such a new Interest Group is desirable, a two-thirds positive vote will be required by the Board of Directors to establish such a new Interest Group.

Individuals may indicate which Interest Groups in which they wish to belong. Individuals can belong to more than one Interest Group, but no individual may be a voting member in more than one Interest Group. The Interest Group one selects to be a voting member will be designated his or her primary Interest Group. An individual is not required to join any Interest Group.

**Section 3: Organization of Interest Groups** — Each Interest Group shall have a Chair, Vice-Chair, Secretary, and an At-Large Representative. All of these Officers shall be elected by their Interest Group members and confirmed by the Board of Directors. Terms of office for all officers will be for two years. An individual may not serve more than two consecutive terms as chair or At-large Board Member of any interest group.

An Interest Group officer may be unable to complete his or her elected term. If less than one year of the two-year term remains, the Board of Directors, in consultation with the remaining Interest Group officers, will appoint a replacement to serve the remainder of the term. If more than one year of the two-year term remains, the Interest Group will hold an election to fill the position. The elected person will begin a new two-year term at the start of the next calendar year.

**Section 4: Duties of Officers** — The Chair, or in his or her absence the Vice-Chair, shall preside at all meetings. The Chair may appoint committees to have charge of special affairs.

The Interest Group At-Large Representative to the Board of Directors will serve as the Interest Group's Membership Ambassador and will perform duties for gaining and retaining members as suggested by the Association's Membership Director. (12/2014)

**Section 5: Representation**— Each Interest Group shall be represented on the Board of Directors of the Association by the Chair and one At-Large Representative, elected for a two year term by the Group to take office on the next January first following his or her election.

If a representative of an Interest Group is unable to attend a Board of Directors' meeting, the Chair of that Group may appoint a Senior Member of the Group to represent it in that meeting; but in no case shall the appointment apply to more than one meeting, and no individual may cast more than one vote on any motion or issue in a Board of Directors meeting.

**SUBSTITUTE INTEREST GROUP BOARD MEMBERS** — If an Interest Group Chair or At-large Representative will not be able to attend a Board of Directors' meeting, he or she may designate in writing to the Executive Vice President of the Association any senior voting member of the Interest Group to serve. If no substitute has been appointed, the President may appoint a senior voting member from that Interest Group to serve. In no case shall the appointment apply to more than one meeting, and no individual may cast more than one vote on any motion in a Board of Directors' meeting.

If the Nominating Committee is meeting during the period of time in which a substitute of the Group is in attendance, the substitute is allowed to serve as a member of the Nominating Committee.

Notice of a substitute's participation in the Committee and Board of Directors meeting must be made in writing by the Interest Group Chair to the Executive Vice President or President no later than twenty-four hour prior to the meeting that the substitute will be attending.

**Section 6: Finances of Interest Groups** – Chairs of Interest Groups will submit an itemized annual budget request to the Board of Directors.

## **Article XII Dissolution**

**Section 1: Dissolution of Regions and Sections** — The Board of Directors by a two-thirds affirmative vote, through letter ballot of its membership, may dissolve such Region or Section because either: the Region or Section no longer has a membership of twenty-five or more Senior Members or, in the opinion of the Board of Directors, fails to maintain the Constitution's true intent and spirit.

**Section 2: Dissolution of Interest Groups** - The Board of Directors by a two-thirds affirmative vote at one of its meetings or through letter ballot of its membership, may dissolve any established Interest Group if its membership drops below 7.5% of the Association's total membership or, in the opinion of the Board of Directors, fails to maintain the Constitution's true intent and spirit.

## **Article XIII Student Chapters**

**Section 1:** When ten or more Student Members desire to form a Student Chapter in connection with a school or similar educational institution, the Board of Directors may upon written application of such members, authorize the formation of such Chapter. Each Student Chapter shall elect each year a Chair, a Secretary, a Treasurer, and such other officers as it may deem necessary. It may adopt Bylaws suited to its needs; but a copy of such Bylaws and any amendments thereto must be forwarded to the Executive Vice President of the Association, and shall be subject to approval by the Board of Directors. The Secretary of a Student Chapter must send to the Executive Vice President of the Association a report of each meeting within two weeks of the meeting. If it shall appear to the Board of Directors that the affairs of any Student Chapter are not being conducted in a manner creditable to the Association, the Board of Directors may dissolve

such Student Chapter by a majority vote.

Student chapter officers receive one free membership for every 15 AATCC Student Members as of the May 1<sup>st</sup> membership count. The chapter officers would decide which of the students receives the free membership, with approval from the Faculty Advisor. AATCC will not offer refunds on memberships already in effect. The students are responsible for contacting and alerting AATCC staff to claim this benefit. (12/2014)

## **Article XIV General**

**Section 1: Authority of Regions, Interest Groups, Sections, and Student Chapters to Represent the Association** — No Region, Interest Group, Section, or Student Chapter shall have authority to officially represent the Association, or to incur any expense in the name of the Association, except as may be authorized by specific majority vote of the Board of Directors.

**Section 2: Endorsement of Specifications or Legislation** — It is the policy of this Association to make its test methods available to everyone writing specifications or legislation, but no one is authorized to endorse any specification or legislation in the name of the Association or any of its committees.

**Section 3: Anti-Trust Policy Statement** – The official policy of the American Association of Textile Chemists and Colorists is, has been, and shall be that the Association will not permit, condone, or promote actions taken on its behalf by members or staff that adversely affect the ability of any firm or individual to participate equally in activities and programs of the Association.

## **Article XV Official Address**

**Section 1: Official Address of the Association** — The official address of the Association shall be One Davis Drive, Research Triangle Park



(Durham County), North Carolina  
27709-2215.

## **Article XVI**

### **Parliamentary Authority**

#### **Section 1: Parliamentary**

**Authority** — Robert's Rules of Order, except when inconsistent with the Constitution and Bylaws of the Association, shall govern all meetings of the Association.

## **Article XVII**

### **Amendments**

#### **Section 1: Amendment of Bylaws –**

As provided in the Constitution, the Board of Directors may amend these Bylaws by a two-thirds affirmative vote of its membership. This shall be by letter ballot, after the proposed amendment has been submitted to a meeting of the Board of Directors.