

AATCC Constitution

(Amended October 21, 2004)

Article I

Name and Government

Section 1: Name—The name of this Association is The American Association of Textile Chemists and Colorists.

Section 2: Charter—This Association is a corporation chartered under the laws of the Commonwealth of Massachusetts.

Section 3: Government—The Association shall be governed by this Constitution and Bylaws.

Article II

Objects

Section 1: Objects—The objects of this Association shall be:

To increase knowledge of the application of colorants, chemicals, and polymers in the Textile Industry.

To encourage in any practical way research work on textile design and coloration, chemical processes, and materials of importance to the Textile Industry.

To establish for the members channels by which the interchange of professional knowledge among them may be increased.

Article III

Membership

Section 1: Membership—Membership in the Association shall be open to anyone interested in the objects of the Association.

Section 2: Classes of Members—The membership shall consist of Senior, Associate, Student, Honorary and Corporate Members.

Section 3: Right To Vote—Senior Members only shall have the right to vote, hold office and make motions in the Association.

Section 4: Election—Members of all grades shall be elected by the Board of Directors.

Article IV

Qualifications for Membership

Section 1: Senior Members—A Senior Member shall be a person with at least five years' experience in the research, design, manufacture, application, testing or sale of dyes, chemicals, fibers or fabrics, apparel, or home furnishings in the textile or apparel industries; except that the Board of Directors may at its discretion elect as a Senior Member a person possessing training and experience which may be of value to the Association. In determining fulfillment of experience requirements, graduation from a textile school of college grade or a bachelor's degree in clothing and textiles, chemistry, or other physical science will be counted as the equivalent of three years

practical experience and a more advanced degree the equivalent of another year. Service for one year or more in the Armed Services of the United States of America will be accepted as a year of experience. However, the total of all such credits in lieu of practical experience shall not exceed four years.

Section 2: Associate Members—An Associate Member shall be a person who cannot qualify for Senior Membership but is interested in the objects of the Association.

Section 3: Student Members—A Student Member shall be a person who is enrolled in an educational institution of established standing and engaged principally in a course of study leading to qualifications for Senior Membership.

Section 4: Honorary Members—An Honorary Member shall be a person who has rendered distinguished service to the Textile Industry or to this Association.

Section 5: Corporate Members—A Corporate Member shall be a corporation or other organization which is interested in the objects of the Association.

Article V

Board of Directors and Officers

Section 1: Management of Association—The affairs of the Association shall be managed by a Board of Directors.

Section 2: Composition of Board of Directors—The Board of Directors of the Association shall consist of a President, President-Elect, Immediate Past President, Interest Group Chairs, one At-Large Member from each of the Interest Groups, the chief staff executive (non-voting), a Treasurer, the Chair of the Executive Committee on Research, Chair of the Publications Committee, Chair of the Education Advisory Board, and Regional Board Members.

Section 3: Responsibility of Board of Directors—The Board of Directors shall have full control of the affairs of the Association, subject to the limitations of the Constitution and Bylaws. A simple majority of the entire membership of the Board of Directors shall constitute a quorum; but the Board of Directors may make and alter Bylaws for the government of the Association only by a two-thirds vote of the entire membership of the Board of Directors.

Section 4: Elected Officers and Terms of Office—The President-Elect shall be elected to serve for a two-year term. After serving a two-year term as President Elect, the individual will automatically move to serve as President for a two-year term, and the current President will automatically become the Immediate Past President for a two-year term.

No person shall serve for more than two years consecutively as President, President-Elect, or Immediate Past President. If the President cannot fulfill

his/her obligation, the President-Elect will serve the remaining term of the President, and the position will remain unfilled until a new President-Elect is elected. A special called election will be held as soon as practical, or as determined by the Board of Directors, to elect a new President-Elect.

The Regional Board members shall be elected from their Regions for a two-year term, and no one can serve consecutively for more than two terms or hold more than one Board of Director position at a time.

Section 5: Appointed and Confirmed Officers—The chief staff executive, the Treasurer, and the Chairs of the Publications Committee and Education Advisory Board shall be appointed by the Board of Directors. The Chair of the Executive Committee on Research and Chairs and At-Large Members of each of the Interest Groups shall be confirmed by the Board of Directors. No individual may hold two of these offices concurrently.

Article VI

Nominations and Elections

Section 1: Nominating Committee and Procedure—Nominations for the offices of President-Elect and Regional Board Members shall be made every two years (unless there is a special called election in the event the President is unable to complete his/her term) by a Nominating Committee consisting of the Regional Board Members and Interest Group Chairs or their appointees. The chief staff executive of the Association shall serve as Secretary of this Committee, but without vote. One or more nominations by this Committee for each of the offices to be filled shall be published in the Proceedings of the Association (print or electronic) not later than June.

For the office of President-Elect, nomination shall be by majority vote of the entire Nominating Committee. For the nomination and election of Regional Board Members, the Regions of the Association shall be grouped geographically as defined in the Bylaws. Nominations of candidates for the office of Regional Board Member shall be by majority vote of the entire Nominating Committee.

Section 2: Additional Nominations—Any additional nomination for President-Elect signed by at least fifty Senior members, or for Regional Board Member signed by at least twenty-five Senior Members of that Region, may be filed with the chief staff executive not later than August first.

Section 3: Election of President-Elect and Regional Board Member: Proxies—The chief staff executive shall mail to each Senior member by October tenth a ballot bearing the name of every nominee for President-Elect and of every nominee for Regional Board Member from that member's Region. The ballot shall show the time and place of the Annual Meeting at

which it may be cast, and will include a proxy form empowering the chief staff executive to cast the ballot as instructed by the member executing the proxy. A duly executed proxy, properly marked and received by the chief staff executive within six weeks of his/her mailing date shall be cast as a ballot, according to the member's instructions in the proxy, by the chief staff executive at the Annual Meeting of the Association within the seventh week after said mailing date. Such proxy ballots will be equal in weight to those cast in person by Senior members attending the Annual Meeting, who have not executed proxies.

Senior members who have executed and forwarded proxies, may, at the Annual Meeting by advice to the chief staff executive, cancel their proxies and participate in the voting. The ballots shall be counted by the chief staff executive and two tellers appointed by the President.

RESULTS OF BALLOT—to each office that candidate receiving the largest number of votes shall be declared elected.

TIES—If two or more candidates for President-Elect lead with equal numbers of votes, then ballots naming these candidates shall be mailed by the chief staff executive within three days, to all the Regional Board Members and Interest Group Chairs. On ballots received by the chief staff executive within three weeks of his/her mailing date, the largest number cast for any one candidate shall determine the election. If two or more candidates for the same Regional Board Member lead with equal numbers of votes, reballoting shall be made to the Senior members of that Region, the largest number cast for any one candidate shall determine the election.

PUBLICATION OF RESULTS—The results of election shall be published by the chief staff executive as soon as practical in printed, electronic, or other means of communications.

Article VII Meetings

Section 1: Annual Meeting—The Board of Directors shall designate the time and place of the Annual Meeting of the Association for election of National Elective Officers, to be held in November of each year. For this meeting a quorum of 15 Senior members will be necessary, not including proxies sent to the chief staff executive.

Section 2: Meetings of Board of Directors—Meetings of the Board of Directors shall be called through written notice to each of its members as provided in the Bylaws, with a minimum of two meetings per calendar year.

Article VIII Amendments

Section 1: Presentation of Proposals to Amend Constitution—A proposal to amend this Constitution may be presented at any time to the President or chief staff executive of the Association. It must be in writing and signed by one hundred or more Senior members, of whom the first shall be designated in connection with his signature as the Original Proponent.

At the first meeting of the Board of Directors following receipt of the proposal, it shall be presented by the President or chief staff executive for discussion and shall be referred to the Committee on Constitution and Bylaws. This Committee may make minor changes approved in writing by the Original Proponent, and shall report at the next following Board of Directors' meeting, at which meeting the Board of Directors shall express its approval or disapproval by majority vote.

PUBLICATION AND VOTE ON PROPOSAL TO AMEND—In the form on which the Board of Directors voted, together with a record of that vote and a statement from the Original Proponent of the purpose of the amendment, the proposal shall be published in the next available issue of the Proceedings of the Association, or on the Association's website as soon as practical, and accompanied by printed copy of this record of vote and statement, it shall be submitted to vote of the entire Senior membership of the Association on ballots mailed with the next ballots issued for election of officers of the Association. At any time prior to such mailing, the proposal may be withdrawn by the Original Proponent through written statement to the chief staff executive of the Association. Earlier balloting may be prescribed through request embodied in the original signed proposal and approved by the Board of Directors, in connection with its vote on the proposal.

RESULTS OF VOTE—Affirmative votes on two-thirds of the ballots received within six weeks of original mailing date, and from not less than twenty-five percent of the Senior membership, shall make the amendment effective at once. If these requirements be not met in the first six weeks, additional ballots received in the next six weeks shall be counted.

Section 2: Changes in Order or Number of Articles or Sections—Any changes in the order or number of the Articles or Sections of the Constitution required by an Amendment shall be made by the Board of Directors.

Section 3: Previous Rules—This Constitution shall supersede all previous rules of the Association.

Article IX Dissolution

Section 1: Dissolution—The Association may be dissolved in the same manner as provided for amending the Constitution. In the event of dissolution, all assets of the Association shall be sold by the Board of Directors at public or private sale, after which all debts shall be paid and all liabilities discharged. The remaining funds, if any, shall be divided equally among those educational institutions having student chapters of the Association at the time of dissolution; if no student chapters then exist, the remaining funds shall be contributed as an unencumbered gift to an educational institution or institutions selected by the Board of Directors.