BYLAWS
OF
AATCC Foundation, Inc.

(**Last amended February 16, 2010**)

ARTICLE I
ORGANIZATION

Section 1. Name. This North Carolina nonprofit corporation shall be known as the AATCC Foundation, Inc.

Section 2. Purpose. The role and purpose of the Corporation shall be that described in the Articles of Incorporation.

Section 3. Principal Office. The principal office of the Corporation shall be located in Research Triangle Park, Durham County, North Carolina.

Section 4. Other Offices. The Corporation may have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERSHIP

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Composition. The power and authority of the Corporation shall be vested in its Board of Directors which shall have between three (3) and twenty (20) members, the exact number of which shall be determined from time to time by the Board of Directors of the American Association of Textile Chemists and Colorists. The Foundation directors shall include the President of AATCC as Chair, Immediate Past President of AATCC as Vice-Chair, Treasurer of AATCC as Treasurer of the Foundation, Executive Vice President of AATCC as President/Secretary, AATCC Chairs of the Executive Committee on Research and the Publications Committee as Vice Presidents of the Foundation, and the AATCC President-Elect as an At-Large member, plus additional members elected for three year terms by the Board of Directors of the American Association of Textile Chemists and Colorists to serve from January 1 of each year.

Section 2. Regular Meetings. The Board of Directors shall hold meetings at such time and place as shall be designated by the Chair. If for any reason it is necessary to change the date, time, or place of the scheduled meeting, an alternate date, time or place will be set by the Chair. All members of the Board of Directors will be notified of the cancellation of the regular meeting and informed of the alternate date, time and place on an immediate basis as soon as it is determined that the regularly scheduled meeting is to be canceled. Directors will be notified of changes in the regular schedule at least five (5) days prior to the regularly scheduled meeting or the alternate date established for such regular meeting, whichever is earlier. When meetings

are to be held which will not allow for five (5) days notice, they must be held as special meetings as provided in Section 4.

Section 3. Annual Meeting. The annual meeting shall be held in November of each year. Written or printed notice stating the time and place of the annual meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by postal mail, or by electronic email by or at the direction of the Chair, to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the directors at their address of record, with postage thereon prepaid. In addition to the foregoing, notice of a substitute annual meeting shall state that the annual meeting was not held on the day designated by these Bylaws and that such substitute annual meeting is being held in lieu of and is designated as such annual meeting. Such notice may be waived with the written consent of all of the members of the Board of Directors.

When a regular, annual or special meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, no notice need be given of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 4. Special Meetings. Special meetings may, from time to time, be necessary to consider some business of an urgent nature which cannot be delayed until the next regularly scheduled meeting. Special meetings may be held on two (2) days notice at the call of the Chair, or in the Chair's absence, the Vice Chair, or at the call of a majority of the members of the Board of Directors. Every reasonable effort will be made to notify all members of the Board as to date, place and time of special meetings as early as possible after the decision to call such a meeting.

Section 5. Attendance and Quorum. Attendance records of all meetings shall be maintained. Members of the Board of Directors are encouraged to make reasonable effort to attend all meetings. A majority of the members of the Board of Directors shall constitute a quorum for the conduct of business, and the act of a majority of the directors present at any meeting which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statue, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, those present may receive and review any reports which do not require Board action and/or they may adjourn the meeting from time to time until a quorum shall be present.

Section 6. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors, whether done before or after the action so taken. Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting, if all members of the committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the committee, whether done before or after the action so taken.

Section 7. Resignation and/or Removal. Any member of the Board of Directors may resign at any time by giving written notice to the Chair. Such resignation will be effective upon receipt or at any later date specified in the written notice. Any member of the Board may be

removed at any time by a resolution adopted by a majority of the Board of Directors of the American Association of Textile Chemists and Colorists.

ARTICLE IV
OFFICERS OF THE CORPORATION

Section 1. Titles and Elections. The officers of the Corporation shall consist of officers determined by the Board of Directors which may include a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a President (known as the Executive Vice President), a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board may from time to time determine.

The officers of the Corporation shall be elected and appointed by the Board of Directors every year at the annual meeting.

Section 2. Terms. The officers of the Corporation appointed or elected by the Board of Directors shall hold their offices for such terms, and shall exercise such powers, and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Removal. Except in the event of resignation, removal or death, the officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Except as otherwise provided in this Section, any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 4. Chair of the Board. The Chair shall preside at all meetings of the Board of Directors. The Chair shall be an ex-officio, non-voting member of all committees; however the Chair is allowed to vote on an issue if there is a tie. The Chair is a member of the Executive Committee and shall be a regular, voting member. The Chair shall make a report at the Annual Meeting of the Board of Directors stating the condition of the Corporation, and shall make such suggestions and recommendations as he/she deems proper for the best interests of the Corporation. The Chair shall appoint delegates and representatives to the organizations with which the Corporation is affiliated. The Chair shall have the power to call the regular and any special meetings of the Board of Directors.

Section 5. Vice Chair. In the event of a vacancy in the office of Chair, or during the Chair's absence or inability to serve, the Vice Chair shall perform all the duties required of the Chair, and shall have the same powers and privileges.

Section 6. President. The President shall be the Corporation's Chief Executive Officer and shall be known as the Executive Vice President. The President shall be responsible for seeing that the policies and directives of the Board of Directors are properly carried out. Subject to such policies and directives, the President shall manage, hire and supervise all personnel and control all the business and affairs of the Corporation, and shall be given the necessary authority to carry out these responsibilities. The President shall have such other powers and perform such other duties as are provided in these Bylaws and as the Board of Directors may from time to time determine. The President shall cause an independent audit to be made annually by a certified public accountant.

Section 7. Vice Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice Presidents in the order of their length of service as Vice Presidents, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. They shall perform such other duties as from time to time shall be assigned to them by the President or Board of Directors.

Section 8. Secretary. The Secretary shall keep or cause to be kept the minutes of the proceedings of the meetings of the Board of Directors and its committees in such manner and form as the Board of Directors shall direct. The Secretary shall have charge of the correspondence of the Board of Directors and shall notify, or cause to be notified, in writing the persons who have been either elected or appointed as members of committees. The Secretary shall give, or cause to be given, notice to the members of the Board of all their respective meetings, and perform such other duties as may be required by the Bylaws or as usually appertain to this office. The Secretary shall have the custody of the Seal of the Corporation and shall affix it to such documents as the Board of Directors may direct. The Secretary shall have charge of such books, records, and papers as the Board of Directors may direct.

Section 9. Assistant Secretaries. In the absence of the Secretary or in the event of the Secretary's death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the Chair, or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall deposit or cause to be deposited, on behalf of the Corporation, all funds in such bank or banks as may be designated by the Board of Directors and disburse or cause to be disbursed the same. The Treasurer shall perform such other duties as may be required by the Bylaws or as usually appertain to this office. The Treasurer shall also have charge of all bonds, securities, etc., belonging to the Corporation which are to be deposited in a safe deposit box in the name of the Corporation at one of the banks designated by the Board of Directors. The Treasurer shall be required to give a bond, if required by the Board of Directors (and in the amount determined by them). The Treasurer may delegate any of the above such duties as he or she deems proper by written communication.

Section 11. Assistant Treasurers. In the absence of the Treasurer or in the event of the Treasurer's death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as Assistant Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the Chair, or by the Board of Directors.

ARTICLE V
COMMITTEES

Section 1. Committees. The Board of Directors may from time to time establish such committees, including an Executive Committee, as it deems necessary to assist it in carrying out the duties and responsibilities to the Corporation on a continuing basis. Except as specifically provided by these Bylaws, members of standing committees will be elected by the Board of Directors.

Section 2. Authority and Reporting. Each committee shall have and exercise the powers and authority of the Board of Directors specifically granted to it in the resolution creating it or in these Bylaws. Each committee must keep minutes of its proceedings and report its action to the Board of Directors. Actions of a committee are effective when taken or at such later date as the committee specifies, but are subject to ratification by the Board of Directors.

Section 3. Membership. Each member of a committee holds office until a successor is elected, or until the member resigns or is removed from the committee. A member of a committee may succeed himself or herself.

Section 4. Additional Advisors. The chair of any committee may invite additional individuals with expertise in a particular area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

Section 5. Resignation and/or Removal. Any member of a committee may resign at any time by giving written notice to the chair of the committee. Such resignation will be effective upon receipt or at any later date specified in the written notice. Any member of a committee may be removed at any time by a resolution adopted by a majority of the Board of Directors.

Section 6. Vacancies. A vacancy on any committee or an increase in the membership of any committee may be filled by a majority vote of the Board of Directors.

Section 7. Meetings and Notices.

(a) Meetings of a committee may be called at any time by the chair of the committee, the Chair of the Board of Directors, the President, or any two of the committee's members. Each committee shall meet as often as necessary to perform its duties, but not less often than specified in these Bylaws. Oral or written notice of the date, time and place of any meeting shall be given, except in emergencies, at least seventy-two (72) hours prior to the meetings.

(b) A majority of the voting members of a committee constitute a quorum for the transaction of business at any meeting of such committee. The act of a majority of a committee present at a meeting at which a quorum is present shall be the act of the committee so meeting. No act taken at a meeting at which less than a quorum was present is valid unless approved in writing by the absent members. Action may be taken without a meeting by a writing setting forth the action so taken signed by each member of the committee entitled to vote thereat.

Section 8. Executive Committee.

(a) The Executive Committee shall consist of the Chair, Vice-Chair, President, Secretary and Treasurer. The Executive Committee shall have the power to transact all regular and such special items of business of the Corporation as the Board of Directors may authorize during the interim between the meetings of the Board membership, provided any action taken shall not conflict with the policies and expressed wishes of the Board of Directors. All matters of major importance such as adverse public reactions and/or matters involving significant expenditures or losses of funds or resources shall be referred to the Board of Directors on an immediate basis.

(b) The Executive Committee, within guidelines provided by the Board of Directors, shall (i) have general oversight of the performance and functions of all other committees and shall review the composition and effectiveness of all committees from time to time as directed by the Board of Directors and report to the Board of Directors the result of such reviews including recommendations, as appropriate; (ii) review the performance, compensation and terms of

employment of the salaried officers if any, of the Corporation from time to time and make recommendations, as appropriate, to the Board concerning these matters; (iii) oversee all public relations and community related activities of the Corporation; (iv) recommend to the Board of Directors, at any meeting, nominees to fill any vacancy in the officers or board committee seats; and (v) implement and carry out the Board of Directors' conflict of interest policies.

(c) The Executive Committee shall meet as often as necessary, in the interim between regularly scheduled or special meetings of the Board of Directors. The Secretary shall record the minutes of all Executive Committee meetings and maintain attendance records. Copies of such minutes with attendance records will be furnished to each member of the Board of Directors at, or prior to, the next regularly scheduled meeting of the Board.

Section 9. Special Committees. Special committees may be appointed by the Chair of the Board of Directors with concurrence of the Board of Directors for special tasks, as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which appointed and shall have no power to act except in those matters specifically designated by action of the Board of Directors. Reports, including any documentation, of the findings and/or actions of special committees will be made directly to the Board of Directors and will be included in the minutes of those bodies thereby negating the requirement for preparation of formal special committee minutes. Special committees shall stand discharged upon completion of the task for which appointed.

ARTICLE VI
CONFLICTS OF INTEREST

Section 1. Good Faith. Directors shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions as directors, or knowledge gained therefrom, to their personal benefit and to the detriment of the Corporation.

Section 2. Exclusion from Voting. Any director having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence directly or indirectly concerning the Board or any committee of the Board although he/she may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the status of the quorum. Any member of the Board may raise an issue as to whether or not another member has a conflict of interest with respect to any matter coming before the Board. In such case, the Board shall decide whether or not the conflict does exist, and if a majority of the board present at the meeting determines that a conflict does exist, the member shall be excluded from voting. The member shall not be entitled to vote with respect to whether he/she has a conflict of interest.

Section 3. Statements of Position. The foregoing sections shall not be construed as preventing a director from briefly stating his/her position to the Board or a committee of the Board concerning a matter in which he/she has a duality or possible conflict of interest, or from answering pertinent questions of other Directors concerning the matter, as his/her knowledge may be of great assistance to the Board.

Section 4. Compliance. The Chair shall advise each new director of this policy promptly after the new director assumes the duties of the office. Any director refusing or failing to comply with the provisions of this Article shall be notified by the Secretary that he/she has

seven (7) days within which to comply, after which he/she shall be automatically suspended from all committees of the Board and shall not be allowed to attend or vote at Board meetings until he/she shall comply.

ARTICLE VII
MISCELLANEOUS PROVISIONS

Section 1. Seal. The seal of the corporation shall have inscribed thereon the name of the Corporation and the word "Seal," and shall be adopted by resolution of the Board of Directors.

Section 2. Annual Report. The Chair the President and the Treasurer shall present at each annual meeting of the Board of Directors of the Corporation a report summarizing the business and financial condition of the Corporation.

Section 3. Property. The title of all property of the Corporation shall be vested in the Corporation. The signatures of the Chair or President and the Secretary, or other persons designated by the Board of Directors, shall constitute proper authority for the purchase or other acquisition of property or sale or other disposition of property, or for the investment or other disposal of trust or other funds which are subject to the control of the Corporation. All vouchers drawn on funds of the Corporation are to be signed by two officers of the Corporation.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin January 1.

Section 5. Parliamentary Guide. Robert's Rules of Order, Newly Revised shall be the parliamentary guide for all matters not covered in these Bylaws, but may be deviated from by a majority vote of the Board on any given occasion.

Section 6. Amendment to the Bylaws and Articles of Incorporation. These Bylaws and the Articles of Incorporation of the Corporation may be amended by a two-thirds vote of the entire membership of the Board of Directors of the American Association of Textile Chemists and Colorists.

ARTICLE VIII
INDEMNIFICATION

Any person who at any time serves or has served as a director or officer of the Corporation, or at the request of the Corporation is or was serving as an officer, trustee, agent, partner, director, administrator, or employee for any other foreign or domestic corporation partnership, joint venture, trust, employee benefit plan, or other enterprise, shall be indemnified against liability by the Corporation to the fullest extent from time to time permitted by law in the event this person is made, or is threatened to be made, a party to any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit or proceeding), whether or not brought by or on behalf of the Corporation, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity. In addition, the Board of Directors may provide such indemnification for the employees and agents of the Corporation as it deems appropriate.

The rights of those receiving indemnification hereunder shall, to the fullest extent from time to time permitted by law, cover (i) reasonable expenses, including without limitation all

attorneys' fees actually and necessarily incurred by him/her in connection with any such action, suit or proceeding, (ii) all reasonable payments made by him/her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he/she may have become liable in such action, suit or proceeding; and (iii) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Expenses incurred by anyone entitled to receive indemnification under this section in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any provisions in the Bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the director to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation against such expenses.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein shall inure to the benefit of the legal representatives or any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

The rights granted herein shall not be limited by the provisions contained in N.C. Gen. Stat. § 55A-8-51 (or its successor).

Notwithstanding any other provisions of this Article, the Corporation shall not provide any indemnity if doing so would jeopardize its status as tax-exempt under I.R.C. Section 501 (c) (3) or subject it to the excise taxes in I.R.C. Section 4941 to 4945.