

Bylaws of the International Textile and Apparel Association Revised January 2014

Article I. NAME

The name of this non-profit organization shall be the International Textile and Apparel Association, Inc., hereinafter referred to as ITAA.

Article II. PURPOSE

The ITAA is formed for educational, scientific and creative purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article III. GOVERNING BODY

Section 1. The governing body of ITAA shall be the ITAA Executive Council consisting of elected officers and the executive director (ex officio). A simple majority of voting members of the ITAA Executive Council shall constitute a quorum.

Section 2. The Executive Council, consisting of elected officers, shall have authority to act on matters requiring action between scheduled meetings of the full Council. The executive director is a non-voting ex officio member of the Executive Council. The president may invite others to meet with the Council as necessary.

Section 3. The Executive Council may conduct business provided all Vice Presidents are present or represented by proxy. The president may appoint the proxy if the Vice President has failed to do so.

Section 4. The Executive Council shall be the policy making body of ITAA. The ITAA Board-comprised of the Executive Council plus appointed committee chairs, meeting coordinators, and editors of ITAA publications shall be the primary body for consultation and dialogue, providing a network for communication across committees and through the appropriate Vice Presidents. The Executive Council shall

- a) Manage the business of ITAA and consult with the Board and refer to the members at the annual conference such matters as it deems desirable and as required by the Bylaws.
- b) Study and adopt an annual budget submitted by the treasurer, in consultation with the Board.
- c) Authorize the audit of the financial records every third year.
- d) Study and adopt an annual program of work submitted by the president-elect and the Vice Presidents, in consultation with the Board.
- e) Approve date and place for annual meetings and cancel meetings in the event of an emergency.
- f) Approve standing committees and appoint ad hoc committees as needed.
- g) Appoint official representatives of ITAA to other organizations as needed.
- h) Cooperate with other organizations through such activities as appointment of members to joint committees and approval of joint sponsorship of events.

- i) Adopt resolutions as needed, in consultation with the Board and in response to proposals from members.
- j) approve revision of the Bylaws before proposals are presented to members for adoption
- k) Meet a minimum of twice annually. The Council may be convened by the president or at the written request of one half of its members. The Board will meet a minimum of once annually. The Board may be convened by the president or at the written request of one half of its members.

Section 5. Reports and proposals (i.e., action items) of program coordinators, committee chairs, editors, the executive director, and officers, shall be submitted to the appropriate Vice President and Council twice a year.

Section 6. No program coordinator, committee chair, editor, executive director, or officer shall incur any expenses to ITAA except that budgeted and/or approved by the president and finance committee.

Article IV. OFFICERS

Section 1. The officers of ITAA shall be active members and shall consist of a President, a President Elect, a Counselor, a Vice President for Planning, a Vice President for scholarship, a Vice President for education, a Vice President for publications, a Vice President for Operations, a Secretary and a Treasurer. The term of office shall be January 1 to December 31.

Section 2. Election of officers of ITAA shall be held annually. Ballots shall be distributed by April 1 to all active and emeritus members by the executive director. In order to be counted returned ballots must be postmarked no later than 30 days after the ballot has been mailed. Members shall have 30 days to vote via electronic means. Elections shall be determined by a plurality of votes cast.

Section 3. The **President** shall serve a one year term of office after having served the previous year as president-elect and shall serve as counselor the following year. The President shall give general supervision and leadership to organizational policies and programs. The President shall preside at the annual meeting of the membership and all meetings of the Executive Council and Board.

Section 4. The **President-elect** shall be elected annually. In the event that a vacancy occurs in the office of President Elect, a replacement shall be selected by the ITAA Executive Council. Only current or former members of the ITAA Executive Council shall be eligible for the office of President Elect. The President Elect shall fill an unexpired term of President if needed, assist the President in the execution of his/her responsibilities, and perform the duties of President when necessary. The President Elect shall prepare a program of work and oversee the appointment of committee chairs by the appropriate Vice Presidents.

Section 5. The **Counselor** shall serve a one-year term of office immediately following a term as President. In case of a vacancy in the office of Counselor, the previous past President shall fill the unexpired term. The Counselor shall provide counsel to the President, Executive Council, and Board, and serve as chair of the nominations committee.

Section 6. The **Vice President for Planning** shall be elected for a term of three years, with election to take place consistent with a rotation schedule established by the Council. The Vice President for Planning may serve one consecutive term. Current or former members of the ITAA Board or the ITAA Council shall be eligible for the office of Vice President for Planning. The Vice President for Planning shall oversee committees and activities as determined by Council and described in Policies and Procedures developed by Council.

Section 7. The **Vice President for Scholarship** shall be elected for a term of three years, with election to take place consistent with a rotation schedule established by the Council. The Vice President for scholarship may serve one consecutive term. Current or former members of the ITAA Board or the ITAA Council shall be eligible for the office of Vice President for scholarship. The Vice President for scholarship shall assume responsibility for committees and activities as determined by Council and described in Policies and Procedures developed by Council.

Section 8. The **Vice President for Education** shall be elected for a term of three years, with election to take place consistent with a rotation schedule established by the Council. The Vice President for education may serve one consecutive term. Current or former members of the ITAA Board or the ITAA Council shall be eligible for the office of Vice President for education. The Vice President for education will assume responsibility for committees and activities as determined by Council and described in Policies and Procedures developed by Council.

Section 9. The **Vice President for Publications** shall be elected for a term of three years, with election to take place consistent with a rotation schedule established by the Council. The Vice President for publications may serve one consecutive term. Current or former members of the ITAA Board or the ITAA Council shall be eligible for the office of Vice President for publications. The Vice President for publications shall be responsible for committees and activities as determined by Council and described in Policies and Procedures developed by Council.

Section 10. The **Vice President for Operations** shall be elected for a term of three years, with election to take place consistent with a rotation schedule established by the Council. The Vice President for Operations may serve one consecutive term. Current or former members of the ITAA Board or the ITAA Council shall be eligible for the office of Vice President for Operations. The Vice President for Operations shall oversee committees and activities as determined by Council and described in Policies and Procedures developed by Council.

Section 11. The **Secretary** shall be elected for a term of three years. Current or former members of the ITAA Board or the ITAA Council shall be eligible for the office of Secretary. The Secretary shall assume the responsibility for recording and distributing the minutes of all business, Executive Council and Board meetings in cooperation with the Executive Director and the President.

Section 12. The **Treasurer** shall be elected for a term of three years. The Treasurer may serve successive terms. Current or former members of the ITAA Board or the ITAA Council shall be eligible for the office of treasurer. The Treasurer shall assume responsibility for all fiscal matters, as directed by the Executive Council, and shall serve as chair of the finance committee. The Treasurer shall present a proposed annual budget, including publications, to the Finance Committee for review, and, subsequently, to the Executive Council for approval at the mid-year meeting, and render a report to the membership in an ITAA newsletter. Financial records will be reviewed and a compilation or audit completed and submitted to the Executive Council every

third year, whether or not the current Treasurer completes service or is reelected.

Section 13. The ITAA President shall appoint an eligible member to fill an unexpired term on the Executive Council in case of vacancy.

Article V. EXECUTIVE DIRECTOR

Section 1. The **Executive Director** is a non-voting ex officio member of the ITAA Executive Council and Board. Responsibilities are defined in the Handbook for support and continuity of the ITAA organization.

Article VI. STANDING AND AD HOC COMMITTEES

Section 1. ITAA shall have the following standing committees appointed by the president with approval of the Executive Council: ByLaws, Nominating, and Finance. All standing and ad hoc committees shall be composed of a minimum of three members. Each committee shall delineate the number of members that most adequately addresses unique workload and representational needs. Each committee member shall serve a minimum of one year from January 1 to December 31. Each committee shall specify the term appropriate for its activities. The president shall be an ex officio member of all committees, except the nominations committee. All standing committees report to Council. All ad hoc committees report to ITAA Vice Presidents, as may be determined by Council.

Nominating Committee shall be composed of the President Elect, a past-president, two at-large members elected by the membership and not serving on Council in another capacity, the Executive Director, ex officio, and the Counselor, who serves as chair. It shall be the duty of the committee to present nominations for officers as needed each year, and to notify candidates and the Council of the results.

ByLaws Committee shall be composed of members as described in the first paragraph of this section. It shall be the duty of the committee to conduct a review of the ITAA ByLaws on a periodic basis as determined by ITAA Council and presented to the membership for consideration.

Finance Committee shall be composed of members as described in the first paragraph of this section. It shall be the duty of the committee to ensure accurate accountability for funds, development of the annual budget, and ensure adequate financial controls. The Treasurer shall chair the Finance Committee.

Section 2. Ad Hoc Committees Ad hoc committees may be appointed by the president as deemed necessary to address emerging issues beyond the scope of standing committees or the Council. Ad hoc committees shall report to the President Elect, Counselor, or to an appropriate Vice President as determined by policies and procedures of the ITAA Council.

Article VII. MEMBERSHIP, DUES AND PRIVILEGES

Section 1. Membership in ITAA shall be based on a January 1 through December 31 membership year and

coincides with the fiscal year.

Section 2. Members in ITAA shall consist of six categories: professional, emeritus, honorary, graduate student, undergraduate student, and corporate.

- a) A **professional member** shall meet the following criteria:
 1. A bachelor's and/or advanced degree from an accredited college or university with a specialization in textiles and clothing or a discipline (e.g., sociology) related to textiles and clothing.
 2. A current or former appointment in resident instruction and/or research and/or administration and/or extension as a state specialist in textiles and/or clothing in an accredited college or university.
 3. If criteria #1 and #2 above are not met, a person interested in strengthening and expanding education and research in the field of textiles and clothing may be considered for membership by the membership committee.
- b) An **emeritus member** shall be a person who is retired and has a minimum of seven (7) years of ITAA membership in the professional category.
- c) An **honorary member** shall be a non-ITAA member whom ITAA desires to honor for significant contributions to the field of textiles and clothing. Honorary memberships are awarded in accordance with criteria and procedures established by the Board.
- d) A **graduate student** member shall be in residence at an accredited college or university in a program with a specialization in textiles and clothing or a discipline related to textiles and clothing.
- e) An **undergraduate student** member shall be enrolled in an undergraduate program at an accredited college or university, or post-secondary design school.
- f) A **corporate member** shall be any corporation, industrial organization, institution, or business with a direct interest in strengthening and expanding education and research in the field of textiles and clothing.

Section 3. Dues for members shall be as follows:

- a) Professional members shall pay annual dues as set by the Council based on projected operating expenses.
- b) Graduate students, undergraduate students, and emeritus members shall pay reduced annual dues as set by the Council based on projected operating expenses.
- c) Honorary members shall pay no dues.

- d) Corporate members shall pay dues as set by the Council.
- e) Members who are fellows shall pay dues as set by the Council for the membership category for which they are eligible.

Section 4. Registration fees shall be paid for meetings sponsored by ITAA.

- a) The conference committee shall establish fees for ITAA meetings for various membership categories based on current costs.
- b) Members and nonmembers registering for part-time attendance may pay a pro-rated fee established by the conference committee.

Section 5. Membership privileges shall be as follows:

- a) Professional members
 - 1) Receipt of a copy of the ITAA official publications upon payment of dues for the current membership year (January 1 through December 31).
 - 2) Participation in the business of ITAA with full voting privileges.
 - 3) Eligibility to hold elective office as described in Article IV.
- b) Emeritus members
 - 1) Receipt of a copy of the ITAA official publications upon payment of dues for the current membership year (January 1 through December 31).
 - 2) Participation in the business of ITAA with full voting privileges.
- c) Graduate student, honorary, and corporate members
 - 1) Receipt of a copy of the official ITAA publications upon payment of dues for the current membership year (honorary members do not pay dues). The membership year is January 1 through December 31.
 - 2) Such privileges as may be established by ITAA.
- d) Undergraduate student members
 - 1) Registration at annual conference at a reduced rate (same as graduate student rates).
 - 2) Eligible to apply for scholarship awards given by ITAA to undergraduate students.
 - 3) Eligible to submit design entries and papers for undergraduate paper submissions.
 - 4) Entry to members-only areas of ITAA website, including online access to ITAA's newsletter.
 - 5) Such other privileges as may be established by ITAA.
- e) Membership privileges of fellows shall be those granted to the membership category for which they are eligible and paying dues.

Article VIII. MEETINGS, WORKSHOPS, AND OTHER

Section 1. An annual meeting shall be held at a time and place to be determined by the Council.

Section 2. Workshops and other events may be held as arranged by the Vice President for scholarship.

Article IX. PUBLICATIONS

The official publications of the Association shall include the *ITAA Newsletter*, the *ITAA Proceedings*, the *Clothing and Textiles Research Journal*. Other publications may be approved by the Council.

Article X. FISCAL YEAR

The fiscal year for ITAA shall be from January 1 to December 31.

Article XI. PARLIAMENTARY AUTHORITY

Business shall be conducted according to Robert's Rules of Order Revised.

Article XII. AMENDMENTS

Section 1. The Bylaws may be amended by action of the Council and approval by two-thirds of the members who vote. Members shall have a maximum of 30 days after the ballot has been transmitted to consider the alternatives. Member votes may be submitted in writing by postal or by electronic means. If electronic voting is used, individual members may request a printed ballot.

Section 2. Approved amendments shall become effective in a minimum of 30 days after the date posted for closing of the balloting process.

Article XIII. DISSOLUTION

In the event of dissolution or termination of the Association, the Council shall, after the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the objectives of the Association, in such manner, or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine.

Any of such assets not so disposed of shall be disposed of by the court of proper jurisdiction and exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Article XIV. TAX EXEMPT STATUS

Section 1. The Association is non-stock and non-profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Association shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article Third of the Articles of Incorporation. No substantial part of the activities of the

Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions in the Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2. If in any one year the Association is found to be a private foundation, then and in that event, its income for each such taxable year shall be distributed at such time and in such manner as not to subject the foundation to tax under Section 4942 or the Internal Revenue Code, and the foundation shall not engage in any act of self-dealing (as defined in Section 4943 (c) of the Internal Revenue Code), and shall not make any investments in such manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures (as defined in Section 4945 (d) of the Internal Revenue Code).

Article XV. Amendment by Council

Section 1. Council may amend these Bylaws by majority vote of Council or the Members, provided that any amendments that materially and adversely affect the rights of members must be approved by the members.