

**Association for Linen Management**  
**Bylaws Proposal**  
Effective 07.01.2016

**Article I**  
**Name and Location**

- Section 1. The name of this association shall be the Association for Linen Management, hereinafter known as the ASSOCIATION.
- Section 2. The principle office of the ASSOCIATION shall be at such a place as may from time to time be designated by the board of directors.

**Article II**  
**Mission**

- Section 1. The mission of the ASSOCIATION is to advance excellence in the textile care industry through education, certification, research and best practices.

**Article III**  
**Definitions**

- Section 1. For the purposes of this document the following definitions are provided for clarity.
- A. Textile Care Services Provider – An organization or business which provides textile processing and/or distribution/collection or the management of those services.
  - B. Allied Trades Company – A business or organization that manufacturers or distributes products or provides consultative services for textile care service providers.
  - C. Retired/Transitional – Individuals having served in the textile care industry as described in A or B above not currently/actively employed (<1040 hours/year) in this industry.
  - D. Consumer – An end-user or customer receiving textiles/services provided by a Textile Care Services Provider. Includes personnel employed in a business/organization who utilizes and/or rents textiles, but is not involved in the direct processing or distribution of textiles.
  - E. Chapters – A group of five or more individuals as identified in A-C above within a specific geographic area who organize as a non-profit according to local/state/provincial law in alignment with the mission of ALM and its Articles of Incorporation.

**Article IV**  
**Membership**

- Section 1. There are two classifications of membership in the ASSOCIATION.
- A. Individual – Benefits of membership apply solely to the individual named.
  - B. Group – The membership serves all personnel working from that location.

Section 2. Categories of membership and eligibility Requirements

- A. Individual & Individual Associate Membership – For an individual employed in textile care services as defined in Article III, §1A and B. (Individual classification)
- B. Facility Membership – For the management and support staff employed in the profession of textile care services serving at the same physical location. (Group classification)
- C. Consumer Membership – For an individual utilizing, either directly or through contract/agreement, the services of a textile care services provider as defined in Article III, §1A above provided that this person does not qualify for membership as the same. (Individual classification)
- D. Corporate Membership – Up to five individuals of a contract management team engaged in the performance of textile care services as described in Article III, §1A above whose assigned workplace assignment may differ yet the individuals share the same employer. (Individual classification)
- E. National Allied Trades – Membership for a business or organization as defined in Article III, §1B above who provides services in the United States or abroad. Benefits of membership are extended to all employees affiliated with the textile care services market of the company. (Group classification)
- F. Regional Allied Trades Distributor – Membership for a business or organization as defined in Article III, §1B above who distribute industry products or consultative services to a limited geographic area of five (5) or fewer states/provinces. (Group classification)
- G. Retired/Transitional Membership – For an individual as defined in Article III, §1C above. (Individual classification)

Section 3. Qualifications and Privileges of membership

- A. All categories of membership are eligible to vote, serve on committees and/or a task force and receive access to all member benefits.
- B. Members employed by an Allied Trades Company as defined in Article III §1B do not qualify for service as an elected director, but may be appointed for board service as an affiliate director.
- C. Membership categories classified as “individual” serve one person as identified with the membership.
- D. Membership categories classified as “group” serve all individuals actively employed in the industry at one physical location. This does, however, include employees of Allied Trades Companies who work from regional or home offices in their assigned territory.
- E. Membership in the ASSOCIATION is open to all parties engaged in business that is served by the mission of the ASSOCIATION and without regard to business financial model or incorporation status.

Section 4. Membership Dues

- A. Dues are payable annually.
- B. Members who fail to pay their dues on or before the renewal date shall be dropped from the rolls following a 30-day grace period and thereupon forfeit all rights and privileges.
- C. Dues rates and structure are reviewed annually and may be changed by a majority vote by the Board of Directors.
- D. Upon receipt, membership dues are non-refundable.

**Article V**  
**Board of Directors and Officers**

Section 1. Board of Directors

- A. The board of directors consist of four (4) elected officers, two (2) elected directors, (1) appointed affiliate director, the immediate past president who serves as an Ex Officio non-voting member and the executive director of the ASSOCIATION who serves as an Ex Officio non-voting member.
- B. Qualifications of directors
  - 1) Member classified as employees of a Textile Care Services Provider may be elected to the Board of Directors.
  - 2) Member classified as employees of an Allied Trades Company or a Consumer may be appointed to the Board of Directors
  - 3) Member must have 2 years' experience in the textile care industry and 1-year (12 months) membership in the ASSOCIATION.
- C. Terms of office (beginning with elections in 2017)
  - 1) Elected directors and officers, with the exception of the President-elect, shall be elected for a term of three-years.
  - 2) The President-elect shall be elected for a four-year term; serving the first two years as President-elect and the second two years as President.
  - 3) Immediately following service as President; this director may continue as Immediate Past President, an Ex-Officio Non-Voting term up to two years.
  - 4) No director or officer can serve more than two consecutive elected terms
  - 5) The affiliate director is appointed to a two-year term. The affiliate director can serve no more than two consecutive terms.
  - 6) All terms commence on July 1 of the year of election or the first business day following the election should the election be held after July 1.
- D. The board of directors will meet at least quarterly or more frequently to best manage the affairs of the ASSOCIATION.
- E. The board of directors will report to the membership at least annually on the plans for the ASSOCIATION, the fiscal status, goals, objectives and accomplishments.

- F. Removal from service on the Board of Directors
  - 1) Directors will forfeit their position if they no longer meet the qualifications of the position through change in category of membership as result of voluntary or involuntary separation from their employer.
  - 2) Any director, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Association would be served thereby. The officer, to be removed, shall be given notice of said meeting, at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision
  
- G. Vacancies in directors
  - 1) If any position, with the exception of the President or President-elect, becomes vacant, it may (a) remain vacant until the next election; or (b) be filled through remaining term through appointment by the President with approval by a majority of the Board of Directors.
  - 2) If the office of President becomes vacant, it shall be filled by the President-elect.
  - 3) If the office of President-elect becomes vacant, it shall be filled by a special election of the membership.

Section 2. Duties and responsibilities

- A. Board of Directors
  - 1) Manage the affairs of the ASSOCIATION.
  - 2) Have, and is vested with, all power and authority, except as may be expressly limited by law, the Articles of Incorporation or these bylaws for oversight and direction of the affairs of the ASSOCIATION.
  - 3) Determine, review and approve the policies of the ASSOCIATION.
  - 4) Employ such persons as may be necessary to do or cause to be done any and all lawful things for and on behalf of its powers, privileges and responsibilities.
  - 5) Be fiscally responsible to the members of the ASSOCIATION.
    - i. Review and adopt an annual budget
    - ii. Determine the rules and regulations governing the banking authority and practices of the ASSOCIATION.
    - iii. Shall not loan money to any officer, director, employee, or member of the ASSOCIATION.
    - iv. Shall indemnify its officers, directors, employees and agents to the extent allowable by and in compliance with the state law.
  - 6) Seek the advancement of the ASSOCIATION'S mission and objectives including, but not limited to strategic planning provided that:
    - i. The board shall not authorize or commit the ASSOCIATION to engage in any activity not permitted to be transacted by the Articles of Incorporation by a non-profit corporation under the laws of the State of Delaware; and,
    - ii. None of the powers of the ASSOCIATION shall be exercised to carry on activities, which are not in themselves in furtherance of the purposes and mission of the ASSOCIATION.
    - iii. No part of the net earnings or other assets of the ASSOCIATION shall inure to the benefit of any director officer, contributor, or other private person

having directly or indirectly a personal and private interest in the activities of the ASSOCIATION.

- iv. Nor shall any director, officer, employee or member of the ASSOCIATION or any of its local chapters use the name of this ASSOCIATION or that of any of its local chapters for monetary gain.

B. The Executive Director

- 1) The administration and management of the ASSOCIATION shall be a salaried staff head, employed or appointed by and directly responsible to the board of directors.
- 2) Shall manage and direct all functions and activities of the ASSOCIATION and shall perform such other duties as may be specified by the board of directors.
- 3) The executive director shall be responsible for the management and direction of all operations, programs, activities, employment and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policies and programs as determined by the board of directors.
- 4) Serves as an Ex officio non-voting member of the board of directors.
- 5) Shall have such other duties as may be prescribed by the board of directors.

Section 3. Election of the Board of Directors

- A. The governance committee shall submit a list of qualified candidates eligible for election as officers of the ASSOCIATION and that list published 60 days prior to election.
- B. The board of directors shall be elected by a majority of the votes cast by qualified members of the ASSOCIATION.
- C. Elections are staggered by years to provide continuity and consistent leadership
- D. Three opportunities are provided for members to have a voice in the affairs of the organization.
  - 1) Members in attendance may vote in person
  - 2) Members may vote online or via absentee ballot
  - 3) Members who hold dual membership in both the ASSOCIATION and a chapter may elect to cast their vote by the delegate based on instructions provided to their appointed delegate
- E. Proxy voting shall be prohibited
- F. Categories of membership classified as "individual" each receive one vote.
- G. Categories of membership classified as "group" receive up to five votes.
- H. All matters coming before any meeting of the members shall be determined by a majority vote of all members voting.

Section 4. Officers of the Board

- A. Officers of the Board of Directors will be the President, President-Elect, Secretary and Treasurer.

B. Roles and Responsibilities

- 1) Responsible to the duty and power to act for the ASSOCIATION between meetings of the members.
- 2) The President shall
  - i. Preside at all meetings of the members and of the board of directors
  - ii. Have the power to call meetings of members
  - iii. Call meetings of the board of directors subject to the provisions of these bylaws.
  - iv. Have the authority to appoint and authority to remove affiliate directors, committees, and/or task forces' except as otherwise provided in these bylaws.
- 3) The President-Elect
  - i. Preside at all meetings in the absence of the president.
  - ii. Exercise all the powers and duties granted to the president in his/her absence.
  - iii. Exercise all of the powers and duties granted to the president in the event of a vacancy in the office of president.
  - iv. Have such other powers, duties, and responsibilities as may be delegated to him by the bylaws, in policy, the president, or the board of directors.
- 4) The Secretary
  - i. Attend all meetings of the members and of the board of directors.
  - ii. Be responsible for recording the proceedings of all meetings.
  - iii. Maintain a record of persons in attendance at all meetings.
  - iv. Have such other powers, duties, and responsibilities as may be delegated to him by the bylaws, in policy, the president, or the board of directors.
  - v. If the secretary is not present at any board, annual or special meeting, the presiding officer shall appoint any member to act as secretary.
- 5) The Treasurer
  - i. Attend all meetings of the members and the board of directors.
  - ii. Oversee the practices and policies for the collection of funds, the safekeeping of funds, the expenditure of funds, and maintaining accurate financial records.
  - iii. Submit a financial report to the members annually.
  - iv. Have such other powers, duties, responsibilities as may be delegated to him by the bylaws, in policy, the president, or the board of directors.

**Article VI**  
**Annual and Special Meetings**

Section 1. The Annual Meeting

- A. The ASSOCIATION shall hold an annual meeting to be held at the time and place designated by the board, to be designated no later than 90 days prior to the date of the meeting.
- B. Notice specifying the date, time and place of the annual meeting shall be provided for each member utilizing their address of record no later than 60 days prior to the said meeting.

Section 2. Special Meetings

- A. Special meetings of the ASSOCIATION shall be called by the president or the board of directors, or shall be called by the president upon individual written request of 25 percent of the members.
- B. Notice of any special meeting shall be provided to each member utilizing their address of record at least 30 days in advance, with a statement of time and place and the subject(s) to be considered.

Section 3. Quorum

- A. At an annual meeting or special meeting of the ASSOCIATION members, a majority of the members at the meeting shall constitute a quorum.

**Article VII  
Committees and Task Forces'**

Section 1. Standing Committees

- A. Standing committees are appointed to best manage the details related to key functions with the ASSOCIATION, to provide continuity over time and engage the membership in the mission of the ASSOCIATION.
  - 1) Standing committees are Governance Committee, Editorial Committee, and the Practice Guidance Committee.
  - 2) Committee members term of office is two years with appointments staggered to provide efficiency and continuity with results.
  - 3) No person shall serve on a committee for more than three (3) consecutive terms.
- B. The governance committee is responsible for the systematic review and revision of the documents and tools that provide structure and direction in accordance with the ASSOCIATIONS mission and strategic plan.
  - 1) The committee should be of adequate size and representation of the member demography to achieve the goals and objectives as directed by these bylaws and the ASSOCIATIONS strategic plan.
  - 2) Recommendations for revisions to the ASSOCIATIONS governing documents is provided at least annually by the committee to the board of directors who maintain the authority to act according to these bylaws.
  - 3) The committee is responsible for, but not limited to the ASSOCIATIONS bylaws, chapter charters, chapter bylaws, policies and nominations for the elected directors of the ASSOCIATION.
- C. The editorial committee is responsible for the development and performance of the ASSOCIATIONS editorial products in accordance with the ASSOCIATIONS mission and strategic plan.
  - 1) The committee should be of adequate size and representation of the member demography to achieve the goals and objectives as directed by these bylaws and the ASSOCIATIONS strategic plan.

- 2) The committee is responsible for developing the concepts and proposals in addition to content review of the ASSOCIATIONS educational products including but not limited to publications and website communications.
  - 3) The committee will work in collaboration with the national office team in conjunction with the ASSOCIATIONS strategic plan and mission.
- D. The practice guidance committee has the direct oversight for the development of evidence base guidance documents for the laundry and textile care services market.
- 1) The committee should be of adequate size and representation of the member demography to achieve the goals and objectives as directed by these bylaws and the ASSOCIATIONS strategic plan.
  - 2) The committee reviews proposals for guideline development, assigns projects and assures access by impacted parties in the open exchange of ideas in the guidelines development process.

Section 2. Task Force

- A. In order to remain effective in achieving the ASSOCIATIONS mission the president may periodically appoint a task force approved by the board of directors.
- 1) A task force will be established with limited and specific goals and objectives and will conclude when that task has achieved.
  - 2) The task force will provide accurate and regular reporting to the board of directors.
  - 3) The board of directors maintains the responsibility and authority of any action determined to be necessary as the result of the task forces' discover.

**Article VIII  
Parliamentary Authority**

- Section 1. The current edition of Sturgis Standard Code of Parliamentary Procedures governs this organization in all parliamentary situations that are not provided for in the law, articles of incorporation, bylaws or adopted rules.

**Article IX  
Amendments to Bylaws**

Section 1. Voting

- A. Upon proposal by any member of the ASSOCIATION these bylaws may be amended, repealed, or altered in part or in whole.
- 1) Voting is the same as in elections, Article V, §3 D-G

Section 2. Notification of membership

- A. Proposed amendments shall be published for membership review at least 90 days prior to vote.
- B. No proposed bylaw amendment may be amended after the voting has commenced.

**Article X**



## **Dissolution**

Section 1. On dissolution of the ASSOCIATION, any funds remaining shall be distributed to one or more organized non-profit educational organization selected by the board of directors.