

# **Bylaws for the American Reusable Textile Association (ARTA)**

- *Amended November, 1998*
- *Amended October, 2001*
- *Amended October, 2009*
- *Amended October, 2018*

## **Article I - Name**

The name of the association shall be the American Reusable Textile Association, Inc., hereinafter referred to as the Association (and/or ARTA).

## **Article II - Purpose**

The purpose of the Association's to promote the use of reusable textile products.

## **Article III - Membership**

### **Section 1 - Eligibility**

A. Individuals, companies, and associations eligible for membership in the Association shall be those of the reusable textile industry (including fiber producers, mills, fabricators, processors, distributors and others in allied industries such as manufacturers of laundry/cleaning equipment) who will support and promote the Purpose of the Association.

B. Active membership in the Association shall become effective upon approval by the Board of Directors of a completed application form and receipt of the specified dues.

### **Section 2 - Expulsion**

By a two-thirds vote of all members of the Board of Directors entitled to vote thereon, any member may be reprimanded or expelled for cause. Any such member shall be notified at his/her last recorded address by registered mail, at least twenty-one (21) days before any disciplinary action against him/her under this paragraph is taken, so that he/she may appear before the Board of Directors. Such notification shall state the nature of the complaint or charge against such member and the time when and the place where the Board of Directors is to hear the matter and to take action thereon.

### **Section 3 - Resignation**

Any member in good standing may withdraw from the Association, after fulfilling all obligations to it, by giving written notice of such intention to the Board of Directors. Should any member at any time cease to be involved with the reusable textile industry, he/she shall be deemed to be no longer qualified as a member of the Association and his/her membership shall terminate at such time.

## **Article IV - Meetings**

### **Section 1 - Annual Meeting**

A general meeting of the membership for the transaction of business shall be held at least once a year. The Board of Directors shall determine the site and date of each Annual Meeting. The Secretary shall send a notice of the Annual Meeting to members of the Association at least sixty (60) days prior to the meeting. The Association shall not assume responsibility for travel or personal expenses of any member.

### **Section 2 - Meetings of the Board of Directors**

The Board of Directors shall meet at least once a year. Other meetings of the Board of Directors may be called at the discretion of the President. At least the Secretary shall give twenty-one (21) days' notice of the meeting of the Board of Directors. The Board of Directors may conduct meetings either in person or by other methods such as teleconference that allow a free exchange of ideas in discussing issues prior to voting.

### Section 3 - Quorum

Twenty five (25) percent of the members in good standing present at any general meeting of The Association shall constitute a quorum.

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

### Section 1 - Board of Directors

The affairs and management of The Association shall be vested in a Board of Directors composed of at least nine (9) members and no more than seven (7) Directors (5) Officers, and the immediate past-President. Should there be no past-President available in service, then the Board shall consist of at least (8) eight members. All members of the Board of Directors shall serve without compensation. Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of business and all matters may be decided by a simple majority, except as provided elsewhere in the Bylaws.

At the discretion of the board all board of Directors and Officers may be elected in the same year for a two-year term.

The Board of Directors may include the position of Executive Director. This position will be filled by the board of directors based on the needs of the association and if a suitable candidate is available. It is not required to have an Executive Director. An annual budget will need to be approved by the board for any paid expenses to this position.

### Section 2 - Officers

The Officers of the Association shall be a President, a First Vice-President, a Second Vice-President, Secretary, and Treasurer. The Officers shall be elected for a term of two years. The five Officers shall comprise the Executive Committee of the Association. The Executive Committee shall have all the powers of the Board of Directors between meetings of the Board of Directors, except that the Executive Committee may not take action inconsistent with action previously taken by the Board of Directors or by the voting membership of Association, and except that the Executive Committee may exercise the powers of the Board of Directors only by the unanimous vote of the Committee. In selecting officers, ARTA gives precedence to those who do not serve as an officer on another board.

### Section 3 - Duties

#### A. Board of Directors

The Board of Directors shall have the power (consistent with the Bylaws) to hold its meetings at such times and places as it may deem proper, to admit members and to reprimand or expel them by ballot, to allocate the operating funds of the Association by passage of an annual budget, to audit bills and to disburse the funds of the Association, and to advise and carry into execution such other measures as it may deem proper and expedient to promote the objects of the Association and to protect the interest and welfare of the members.

#### B. President

The President shall be the Chief Executive Officer of the Association and shall serve as Chairperson of the Board of Directors. He/She shall supervise and direct the activities of the Association and conduct the meetings of the Association and its Board of Directors. He/She shall present a report at the Annual Meeting that shall be kept in the permanent files of the Association and shall perform other duties as authorized by the Board of Directors.

C. First Vice-President

In the absence or incapacity of the President, the First Vice-President shall perform all duties and assume all responsibilities of the President. Additionally, he/she shall be responsible for all publications and meetings and/or seminars promoting reusable textiles.

D. Second Vice-President

The Second Vice-President shall be the liaison between those allied bodies, societies and associations with which the Association wishes to maintain a line of communication and/or cooperative, mutually beneficial endeavor.

E. Treasurer

The Treasurer shall be responsible for preparing an annual budget for the Association to be approved by the Board of Directors and shall maintain a record of all monies paid to the Association as well as all disbursements made on behalf of the Association.

F. Secretary

The Secretary shall be responsible for all correspondence relating to the Association, shall issue all notices of meetings, shall maintain all records pertaining to resolutions and meetings proceedings, and shall keep a register of all members of the Association.

G. Executive Director

The Executive Director will be responsible for overseeing ARTA's communication efforts with our membership. This person will also take on special projects or public relations activities for the association as decided by the Board of Directors.

Section 4 - Election

A. Nominating Committee

Not later than 120 days before each Annual Meeting of the Association, the Board of Directors shall appoint a Nominating Committee consisting of not less than three members, one of whom shall be designated as Chairperson. The Nominating Committee shall prepare a slate of candidates for the Directors due to be elected and shall submit its report to the Secretary at least ninety (90) days prior to the Annual Meeting. In selecting nominees, the committee seeks candidates based on their experience in the industry, participation in ARTA and availability (i.e., serving on other board may affect availability to serve on the ARTA Board).

B. Method of Election

At least sixty (60) days prior to the date of the Annual Meeting a ballot, as submitted by the Nominating Committee, shall be sent by the Secretary to the voting members of the Association together with a brief identification of each candidate. Notice may be sent via mail, electronic mail, fax or other similar methods. Members entitled to vote shall not be restricted to voting for the candidates so nominated, but may write in the name of any person of their choice who is eligible (see Article III) to be elected to the Board of Directors (including Officers). No ballots shall be counted unless the Secretary receives them no later than the 30th day following the sending of the ballot. Ballots may be returned via mail, electronic mail, or fax, as determined appropriate by the Secretary. Results of any election shall be decided by a simple majority of the valid votes cast. The president will report at least fifteen (15) days prior to the beginning of the next Annual Meeting and in the next issue of the Association newsletter.

C. Installation of Officers and Directors

Officers and Directors shall take office at the close of the first Annual Meeting held following their election and shall hold office until their successors are elected and take office. If any Director or Officer shall die, resign, or be removed from office, the President shall appoint a new Director or Officer to fill the resulting vacancy for the unexpired term of office.

## **Article VI - Committees**

### **Section 1 - Standing Committees**

The Board of Directors shall appoint chairpersons of the Standing Committees from time to time and Committee Chairpersons shall appoint committee members. Duties of the Standing Committee shall be:

#### **A. Newsletter Committee and Public Relations Committee**

The Newsletter and Public Relations Committee shall maintain communication with the Association membership through distribution of a periodic newsletter, and maintain communication with the reusable textile market through educational seminars, publications, and shall make plans and arrangements for meetings and seminars.

#### **B. Research and Information Committee**

The Research and Information Committee shall conduct research, gather data, and collect information that supports the purpose of the Association and shall function as a central information source to coordinate and exchange such information between the various committees and the Officers.

#### **C. Association Committee**

The Association Committee shall develop and maintain working relationships and lines of communication with other Associations whose purpose and thrust are in the interest of reusable textiles.

#### **D. Legislation Committee**

The Legislation Committee shall develop and maintain working relationships and lines of communication with various levels of government to promote the use of reusable textiles.

#### **E. Membership Committee**

The Membership Committee shall solicit and receive applications for membership, pass on such applications and make recommendations to the Association.

### **Section 2 - Ad Hoc Committees**

The President as authorized by the Board of Directors may appoint ad Hoc Committees.

## **Article VII - Dues**

### **Section 1 - Rate of Dues**

Annual dues to the Association shall be established by a majority vote of the Board of Directors. All funds paid to the Association become the property of the Association and no refund of dues shall be made following any termination in membership.

### **Section 2 - Dues Delinquency**

Members who have not paid their annual dues within sixty (60) days of receipt of a bill from the Treasurer shall be sent a delinquency notice and if payment is not received they shall have their membership terminated thirty (30) days subsequent to such delinquency notice being sent.

**Article VIII - Amendments**

These Bylaws may be amended by a two-thirds vote of the voting members present or present by proxy at a regular meeting or at a special meeting called for this purpose. Notice of proposed amendments shall be sent to all members of the Association at least sixty (60) days prior to such a meeting. Members may vote on proposed Bylaw amendments in person at the general meeting or by submitting a mail, electronic mail, or faxed ballot to the Secretary prior to the meeting. Active members of the Association may propose amendments to these Bylaws at any time ninety (90) days prior to a general meeting of the Association. Such proposed amendments shall be acted upon at the following general meeting.

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