

**Embellished Activewear Standards Initiative**

**By-Laws**

**As Amended April 2020**

## **Article I. Name and Affiliation**

*Section 1.01 The name of this organization shall be the Embellished Activewear Standards Initiative.*

*Section 1.02 This organization has no other affiliation.*

## **Article II. Purpose**

*Section 2.01 To promote the standardization of common business information, processes and communication in the Embellished Activewear Industry.*

*Section 2.02 To Act as a forum for addressing business transaction standards between wholesaler, manufacturer and their trading partners in the Embellished Activewear Industry*

*Section 2.03 To increase efficiencies and reduce errors within the supply chain through the use of prevailing technology.*

## **Article III. Membership**

*Section 3.01 Membership shall be open to all persons interested in the promotion of standards in the embellished activewear industry.*

*Section 3.02 Voting privilege is granted to all Corporate Members, regardless of their classification.*

*Section 3.03 There is one membership class. That class will be Corporate Member.*

- (a) Each Corporate Membership represents a single company.**
- (b) Each company will appoint an individual who will be a voting member to represent the interests of that company in any elections or business matters calling for a vote. There would be only one vote per contributing membership regardless of the number of representatives in attendance at the meetings. Each contributing company will designate**

the authorized person to vote on their behalf in advance of any meetings or polls. That voting person would be designated by the member company in advance of the general meeting.

- (c) If the voting member is not present for the general meeting, a proxy may be issued via email. Or if the company chooses, the voting period on issues presented at the meeting would be extended for a period of one month beyond the actual meeting, allowing for member representatives to consult with others within their company that might not be present that could better clarify that company's position.

*Section 3.04 Application for memberships shall be made on the EASI website.*

- (a) Applicants will request membership on line (<http://www.easistandards.com> and select the Email Link).
- (b) *All applications will be reviewed by the EASI Executive Committee and accepted based upon the Membership requirements outlined herein (Section 3.01).*

## **Article IV. Dues**

*Section 4.01 The one time dues for membership shall be set by the Executive Steering Committee and approved by two thirds affirmative vote of the voting members present at the membership meeting.*

*Section 4.02 Membership dues are due at the time a company has been accepted into the Organization.*

## **Article V. Meetings**

*Section 5.01 The annual meeting of the membership shall be held once in every calendar year.*

*Section 5.02 The Executive Steering Committee will hold regular monthly meetings.*

*Section 5.03 Special meetings may be called by the Executive Chairperson, with approval of the Executive Steering Committee, or by written petition of 25% of the members authorized to vote.*

## **Article VI. Government**

*Section 6.01 The control and management of the affairs, property and funds of the organization shall be vested in the Executive Steering Committee.*

*Section 6.02 It is the policy of the organization to comply fully with the antitrust and trade regulation laws of the United States Federal Government and of the various states. All meetings will operate to ensure compliance with the antitrust laws.*

*Section 6.03 All questions coming before the organization, it's duly authorized governing bodies and committees, shall be decided by a majority of votes cast at a scheduled meeting of the organization unless otherwise provided for elsewhere in these By-Laws.*

## **Article VII. Officers**

*Section 7.01 The elected officers of this Organization shall be Executive Chairperson, Vice-Chairperson, Secretary/Treasurer, Technical Advisor and At-Large Members.*

*Section 7.02 Terms of office for elected officers shall be for two years. These are "staggered" two-year terms such that every year, at least one office would be open for election by the membership but not all offices would be vacated.*

*Section 7.03 The Vice-Chairperson position will become the "Executive Chairperson-Elect" position, to provide continuity and assure experienced leadership in the organization.*

## **Article VIII. Election of Officers**

*Section 8.01 The Executive Chairperson shall appoint a Nominating Committee at least 60 days prior to the annual meeting in the spring. The Committee shall be composed of a Chairperson who must be a member of the Executive Steering Committee and will include at least 3 other active members.*

*Section 8.02 At least 2 weeks prior to the annual meeting, the Nominating Committee shall submit a list of nominees for office to the Executive Steering Committee. This list of nominees shall be distributed to the membership prior to the annual meeting.*

*Section 8.03 At the annual meeting the voting membership shall elect the officers for the ensuing year from the list of nominees from the Nominating Committee along with any nominations from the floor.*

*Section 8.04 The officers will be installed prior to the end of the annual meeting.*

- (a) **Within 4 weeks following the election and installation of officers at the annual meeting, the new officers will assume their position responsibilities.**

*Section 8.05 Any elective office becoming vacant during the year shall be filled by an appointment by the Executive Steering Committee.*

## **Article IX. Duties of Officers**

*Section 9.01 The Executive Chairperson shall be the Executive Head of the organization. The Executive Chairperson shall preside over all regular and special meetings of the organization as well as meetings of the Executive Steering Committee. The Executive Chairperson shall appoint non-elected officers and all committees and serve as a member ex-officio of those committees. The Executive Chairperson shall issue messages to the industry regarding standards and open issues.*

*Section 9.02 The Vice Chairperson shall perform all duties of the Executive Chairperson in case of the absence of the Executive Chairperson or the inability of the Executive Chairperson to act. The Vice Chairperson shall serve as the Chairperson of the Audit Committee.*

*Section 9.03 The Secretary/Treasurer shall act as the recording and corresponding secretary of the organization as well as the financial officer of the organization. The Secretary/Treasurer shall take, distribute and maintain in permanent file the minutes of all Executive Steering Committee meetings and all General Membership meetings. The*

*Secretary/Treasurer shall keep complete records of all monies received and disbursed by, or on behalf of, the organization. Proper receipts for all monies disbursed shall be secured. The Secretary/Treasurer will pay all bills for the organization after such bills have been approved by the Executive Chairperson. The Secretary/Treasurer shall report the financial condition of the organization to the Executive Steering Committee and General Membership as requested. The Secretary/Treasurer shall have accounting records available for the Audit Committee. The Secretary/Treasurer is responsible for all member communications.*

*Section 9.04 The Technical Advisor shall organize and manage the Technical Committee which is responsible to ensure the integrity of the posted standards and the operation of the EASI Web Site. The Technical Advisor consults with the*

*developer of the testing service regarding issues. The Technical Advisor serves as the primary contact for new participants who have technical questions related to implementation.*

*Section 9.05 Members at Large shall assist and advise other officers of the organization. Members at Large are contributing members of the Executive Steering Committee.*

## **Article X. Executive Steering Committee**

*Section 10.01 The Executive Steering Committee shall be composed of the following members:*

- (a) The officers of the organization (Section 7.01)*
- (b) The immediate Past Executive Chairperson*

*Section 10.02 The Executive Steering Committee shall have the supervision of all matters pertaining to organization activities and shall manage and conduct organization affairs in accordance with these By-Laws.*

*Section 10.03 Regular meetings of the Executive Steering Committee shall be held at such times and place as the Executive Steering Committee may direct.*

*Section 10.04 Special meetings of the Executive Steering Committee may be called by the Executive Chairperson, or by the request of at least three members of the Executive Steering Committee, stating the object for the special meeting.*

*Section 10.05 A quorum of the Executive Steering Committee shall consist of six.*

*Section 10.06 A vacancy on the Executive Steering Committee occurring during the year may be filled by appointment by the Executive Chairperson.*

## **Article XI. Committees**

***Section 11.01*** Chairperson for the Auditing and Nomination Committees shall be appointed by the Chairperson with the approval of the Executive Steering Committee. The Technical Committee is chaired by the Technical Advisor which is an elected position.

- (a) The Technical Committee shall ensure the integrity of the posted standards and the operation of the EASI Web Site. The Technical Committee members shall assist the Technical Advisor as requested.**
- (b) The Auditing Committee shall be charged with auditing the Organization's financial records once a year. This audit will be completed after fiscal year close on Month/Day but not later than annual meeting or Month/Day. This committee shall consist of the Vice-Chair and at least one member of the At-Large Committee. The Auditing Committee will submit a written report to the Executive Steering Committee on the financial record status, plus any recommendations to improve the fiscal operation of the Organization. This audit report will be completed no later**

than sixty days after the audit and will be published for the general membership after approval of the Executive Steering Committee.

(c) The Nomination Committee shall present the list of nominees for the officers as prescribed in Article VIII.

*Section 11.02 The chairperson of each standing committee shall hold office during the term of the office of the Executive Chairperson.*

*Section 11.03 The Executive Chairperson shall appoint such other committees and chairpersons as may be deemed necessary and are approved by the Executive Steering Committee.*

*Section 11.04 Selection of the members of each committee shall be by the committee chairperson with the approval of the general membership.*

*Section 11.05 Operating budgets shall be submitted to the Executive Steering Committee by the various committees.*

## **Article XII. Procedures**

*Section 12.01 Robert's Rule of Order, revised where applicable shall determine the conduct of business in all meetings for the organization or its governing bodies and committees, except where inconsistent with the By-Laws of the organization.*

## **Article XIII. Amendment to the By-Laws**

*Section 13.01 All amendments to the By-Laws will be suggested by the Executive Steering Committee. These By-Laws may be repealed, altered, amended, or new By-Laws adopted by a vote of two-thirds of the members present at a regular meeting, only if the proposed change has been published in the call of the meeting.*

## **Article XIV. Dissolution of Organization**

***Section 14.01 The organization shall use its funds only to accomplish the objectives and purpose specified in these By-Laws. No part of said funds shall be distributed to the members of the organization. On dissolution of the organization, after making for all proper liabilities, all the remaining funds will be distributed to an organization having similar purpose. Or if no such organization exists, the funds will be distributed equitably among the current participating members/companies. The determination of such a recipient and the distribution of the remaining, available funds shall be the responsibility of the Organization's Executive Steering Committee prior to dissolution.***

Adopted: September 14, 2007

Revised: April 1, 2020