

Bylaw Amendment Proposal
- March 14, 2022 -

Current	Proposed
<p>ARTICLE I General</p> <p>Section 1. The name of the association shall be Industrial Fabrics Association International.</p> <p>Section 2. The principal place of transacting the business of the Corporation shall be in the City of Roseville, County of Ramsey, State of Minnesota, United States of America, or at such other place as the Board of Directors may determine. In addition, the Association may have other offices as may from time to time be designated by the CEO.</p> <p>Section 3. The official business language of IFAI shall be English.</p>	<p>ARTICLE I General</p> <p>Section 1. The name of the association shall be Advanced Textiles Association (ATA).</p> <p>Section 2. The principal place of transacting the business of the Corporation shall be in the City of Roseville, County of Ramsey, State of Minnesota, United States of America, or at such other place as the Board of Directors may determine. In addition, the Association may have other offices as may from time to time be designated by the CEO.</p> <p>Section 3. The official business language of IFAI ATA shall be English.</p>
<p>ARTICLE II Purpose</p> <p>IFAI will contribute to the prosperity of its members in the Specialty Fabrics Industry by providing a global marketplace for innovative products and services, relevant education, promotion and networking opportunities.</p> <p>IFAI will act with integrity and professionalism in providing a tangible value to its members.</p>	<p>ARTICLE II Purpose</p> <p>IFAI ATA will contribute to the prosperity of its members in the Specialty Fabrics textiles Industry by providing a global marketplace for innovative products and services, relevant education, promotion and networking opportunities.</p> <p>IFAI ATA will act with integrity and professionalism in providing a tangible value to its members.</p>
<p>ARTICLE III Definitions</p> <p>Section 2. In these Bylaws, the terms "Association" and "IFAI" refer to the Industrial Fabrics Association International.</p>	<p>ARTICLE III Definitions</p> <p>Section 2. In these Bylaws, the terms "Association" and "IFAI" "ATA" refer to the Advanced Textiles Association.</p>
<p>ARTICLE III Definitions</p> <p>Section 3. The term "mail or electronic communication" is used throughout these Bylaws and refers to a method or methods which may be used by IFAI's Board of Directors to communicate with its membership. Notice, if mailed, will be</p>	<p>ARTICLE III Definitions</p> <p>Section 3. The term "mail or electronic communication" is used throughout these Bylaws and refers to a method or methods which may be used by IFAI ATA's Board of Directors to communicate with its membership. Notice, if mailed, will be</p>

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<p>deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Notice may also be given in the form of electronic communication consented to by the Member to whom the notice is given. Consent by a Member to notice given by electronic communication may be given in writing or by authenticated electronic communication. The Association is entitled to rely on any consent so given until revoked by the Member, provided that no revocation affects the validity of any notice given before receipt by the Association of revocation of the consent. Notice, if sent by electronic communication, is deemed given when directed to an electronic mail address at which the member has consented to receive notice.</p>	<p>deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Notice may also be given in the form of electronic communication. consented to by the Member to whom the notice is given. Consent by a Member to notice given by electronic communication may be given in writing or by authenticated electronic communication. The Association is entitled to rely on any consent so given until revoked by the Member, provided that no revocation affects the validity of any notice given before receipt by the Association of revocation of the consent. Notice, if sent by electronic communication, is deemed given when directed to an electronic mail address at which the member has consented to receive notice.</p>
<p>ARTICLE IV Membership</p> <p>Section 1. Member’s Code of Ethics. As members of the Industrial Fabrics Association International, we pledge to conduct every aspect of business in an honest and dignified manner.</p> <p>We will strive for excellence in our profession, providing the highest quality products and services to our consumers.</p> <p>We believe that open, honest competition creates an industry that will produce better products, stronger members and more satisfied customers. We pledge to compete with the highest ethical standards.</p> <p>We are an association of high integrity; we pledge to treat all stakeholders with dignity and respect, regardless of race, religion, gender, age, disability or national origin.</p> <p>We advocate conditions of employment that safeguard the rights and welfare of all employees of our companies.</p> <p>This is an honor code adopted by the IFAI. However, the IFAI Board of Directors retains the right to bar from membership or expel</p>	<p>ARTICLE IV Membership</p> <p>Section 1. Member’s Code of Ethics. As members of the Industrial Fabrics Association International Advanced Textiles Association, we pledge to conduct every aspect of business in an honest and dignified manner.</p> <p>We will strive for excellence in our profession, providing the highest quality products and services to our consumers.</p> <p>We believe that open, honest competition creates an industry that will produce better products, stronger members and more satisfied customers. We pledge to compete with the highest ethical standards.</p> <p>We are an association of high integrity; we pledge to treat all stakeholders with dignity and respect, regardless of race, religion, gender, age, disability or national origin.</p> <p>We advocate conditions of employment that safeguard the rights and welfare of all employees of our member companies.</p> <p>This is an honor code adopted by the IFAI ATA. However, the IFAI ATA Board of Directors retains the right to bar from</p>

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<p>from the Association, any member who has been or is sanctioned by a government agency or convicted in a court of law of an action that is in violation of this code.</p>	<p>membership or expel from the Association, any member who has been or is sanctioned by a government agency or convicted in a court of law of an action that is in violation of this code.</p>
<p>ARTICLE IV Membership</p> <p>Section 2. Membership Classification. There shall be four (4) membership classifications in the Association: General, Individual, Affiliate, and Honored Life Members. Membership benefits for each classification are determined by the Board of Directors unless otherwise specified in the Bylaws.</p>	<p>ARTICLE IV Membership</p> <p>Sections 2. Membership Classification. There shall be four (4) three (3) membership classifications in the Association: General, Individual, Affiliate, and Honored Life Members. Membership benefits for each classification are determined by the Board of Directors unless otherwise specified in the Bylaws. Voting, Non-Voting and Honored Life Member (also a Non-Voting classification). Membership classifications and benefits for each are determined by the CEO.</p>
<p>ARTICLE IV Membership</p> <p>Section 2.1. General Members. Any company or organization whose primary business objective is to supply goods or services used by an end product manufacturer and also any company or organization whose primary business objective is the manufacture, sale or rental of products made in whole or in part from industrial / technical fabrics is eligible to become a General Member of the Association.</p>	<p>ARTICLE IV Membership</p> <p>Section 2.1. General Voting Members. Any company or organization whose primary business objective is to supply goods or services used by an end product manufacturer and also any company or organization whose primary business objective is the manufacture, sale or rental of products made in whole or in part from textiles industrial / technical fabrics is eligible to become a Voting General Member of the Association.</p>
<p>ARTICLE IV Membership</p> <p>Section 2.2. Individual Members. An individual who wishes to buy a membership which will grant access to our online member-only content is eligible to become an Individual Member of the Association.</p>	<p>ARTICLE IV Membership</p> <p>Section 2.2. Individual Non-Voting Members. An individual who wishes to buy a membership which will grant access to our online member-only content is eligible to become an Individual Member of the Association. Any company or organization whose primary business objective is something other than a supplier or end product manufacturer of textiles.</p>
<p>ARTICLE IV Membership</p>	<p>ARTICLE IV Membership</p>

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<p>Section 2.3. Affiliate Members. Other associations, publications, accredited post-secondary institutions and government agencies are eligible for Affiliate membership.</p>	<p>Section 2.3. Affiliate Members. Other associations, publications, accredited post-secondary institutions and government agencies are eligible for Affiliate membership.</p>
<p>Section 2.4. Honored Life Members. Any individual, by approval and at the discretion of the Board of Directors, can be granted the designation of Honored Life Member in the Association. The honor may be bestowed on an individual who is a longstanding End Product Manufacturer or Supplier member of the Association who also meets at least one of the following qualifications: a) For meritorious or outstanding work accomplished for the Association; and / or b) For exceptional accomplishments or extraordinary achievement while serving as an officer of the Association.</p>	<p>Section 2.3.4. Honored Life Members. Any individual, by approval and at the discretion of the Board of Directors, can be granted the designation of Honored Life Member in the Association. The honor may be bestowed on an individual who is a longstanding End Product Manufacturer or Supplier member of the Association who also meets at least one of the following qualifications: a) For meritorious or outstanding work accomplished for the Association; and / or b) For exceptional accomplishments or extraordinary achievement while serving as an officer of the Association.</p>
<p>ARTICLE IV Membership</p> <p>Section 3. Voting. Only the designated representative of a General member (the "Voting Members") in good standing is eligible to serve on the Board of Directors or to vote on Association matters.</p>	<p>ARTICLE IV Membership</p> <p>Section 3. Voting. Only the designated representative of a General member (the "Voting Members") Voting Member in good standing is eligible to serve on the Board of Directors or to vote on Association matters.</p>
<p>ARTICLE IV Membership</p> <p>Section 4. Dues. The dues payable for each membership level may differ based on membership classifications.</p> <p>Annual dues for the current year must be paid in full to entitle a member to be considered "in good standing" and therefore eligible for membership benefits and all other rights and privileges.</p>	<p>ARTICLE IV Membership</p> <p>Section 4. Dues. The dues payable for each membership level may differ based on membership classifications.</p> <p>Annual dues for the current year must be paid current in full to entitle a member to be considered "in good standing" and therefore eligible for membership benefits and all other rights and privileges.</p>
<p>ARTICLE IV Membership</p> <p>Section 5. Membership and Resignation. Membership in the Association may be terminated by voluntary withdrawal upon receipt by the Association of written notice. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.</p>	<p>ARTICLE IV Membership</p> <p>Section 5. Membership and Resignation. Membership in the Association may be terminated at the expiration date by voluntary withdrawal upon receipt by the Association of 30 days written notice. Withdrawals shall be effective upon fulfillment of all payment</p>

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<p>The right of a Voting Member to vote and all other rights and privileges of membership shall cease with the termination of the membership.</p>	<p>obligations to the date of withdrawal. The right of a Voting Member to vote and all other rights and privileges of membership shall cease with the termination of the membership.</p>
<p>ARTICLE V Board of Directors</p> <p>Section 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors serves on behalf of the membership to ensure that IFAI operates within the Bylaws and other policies of the Association.</p> <p>Section 2. Composition. The Board of Directors shall consist of the following:</p> <ul style="list-style-type: none"> ▪ Chairman of the Board ▪ 1st Vice Chairman ▪ 2nd Vice Chairman ▪ Immediate Past Chairman of the Board ▪ Up to nine (9) Directors ▪ CEO <p>At no time shall the total number of officers and directors be fewer than ten (10) nor more than fourteen (14).</p> <p>Officers and directors, with the exception of the CEO and the Immediate Past Chairman, must be from the Voting Member categories of the Association.</p>	<p>ARTICLE V Board of Directors</p> <p>Section 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors serves on behalf of the membership to ensure that IFAI ATA operates within the Bylaws and other policies of the Association.</p> <p>Section 2. Composition. The Board of Directors shall consist of the following:</p> <ul style="list-style-type: none"> ▪ Chairman of the Board ▪ 1st Vice Chairman ▪ 2nd Vice Chairman ▪ Immediate Past Chairman of the Board ▪ Up to nine (9) Directors ▪ CEO <p>At no time shall the total number of voting officers and directors be fewer than ten (10) nor more than fourteen (14).</p> <p>Officers and directors, with the exception of the CEO and the Immediate Past Chairman, must be from the Voting Member categories of the Association.</p> <p>The Immediate Past Chairman position is non-voting and considered voluntary.</p>
<p>ARTICLE V Board of Directors</p> <p>Section 6. Board Member's Code of Conduct. The Board of Directors commits itself and its members to ethical, businesslike and lawful conduct including proper use of authority and appropriate decorum when acting as Board members. The Board shall establish and follow a Code of Conduct policy. The Code of Conduct shall cover:</p>	<p>ARTICLE V Board of Directors</p> <p>Section 6. Board Member's Code of Conduct. The Board of Directors commits itself and its members to ethical, businesslike and lawful conduct including proper use of authority and appropriate decorum when acting as Board members. The Board shall establish and follow a Code of Conduct policy. The Code of Conduct shall cover:</p> <ul style="list-style-type: none"> ▪ Unconflicted loyalty to the interests of the entire

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<ul style="list-style-type: none"> ▪ Unconflicted loyalty to the interests of the membership over special interest groups. ▪ Treatment of the professional staff and fellow Board members. ▪ Inappropriate use of position for personal or company gain. ▪ Expected participation in the governance process. ▪ Confidential treatment of Board information. 	<p>membership over special interest-groups any individual interests.</p> <ul style="list-style-type: none"> ▪ Treatment of the professional staff and fellow Board members. ▪ Inappropriate use of position for personal or company gain. ▪ Expected participation in the governance process. ▪ Confidential treatment of Board information.
<p>ARTICLE V Board of Directors</p> <p>Section 8. Regular Meetings. There shall be a minimum of three (3) regular meetings during the administrative year.</p> <p>The first regular meeting shall be held within twenty-four (24) hours of the Association's annual membership meeting for the purpose of organizing and the installation of the new officers and directors. If necessary as a result of an election of a new Chairman of the Board, the new Immediate Past Chairman of the Board will call the meeting to order and then defer to the new Chairman of the Board.</p> <p>The other regular meetings shall be held during the administrative year at dates determined by the Board of Directors. Notice of all such meetings shall be given to the officers and directors not less than thirty (30) days before the meeting is held.</p>	<p>ARTICLE V Board of Directors</p> <p>Section 8. Regular Meetings. There shall be a minimum of three (3) regular meetings during the administrative year.</p> <p>The first regular meeting shall be held in conjunction with within twenty four (24) hours of the Association's annual membership meeting for the purpose of organizing and the installation of the new officers and directors. If necessary as a result of an election of a new Chairman of the Board, the CEO new Immediate Past Chairman of the Board will call the meeting to order and then defer to the new Chairman of the Board.</p> <p>The other regular meetings shall be held during the administrative year at dates determined by the Board of Directors. Notice of all such meetings shall be given to the officers and directors not less than thirty (30) days before the meeting is held.</p>
<p>ARTICLE VI Elected Officers</p> <p>Section 2. Chairman of the Board. The Chairman of the Board shall be the Chief Governance Officer of the Association and chair the meetings of the Board of Directors.</p> <p>The Chairman of the Board shall be a voting member of all standing board committees and shall be a member, ex-officio, of all special board committees, task groups and councils.</p>	<p>ARTICLE VI Elected Officers</p> <p>Section 2. Chairman of the Board. The Chairman of the Board shall be the Chief Governance Officer of the Association and chair the meetings of the Board of Directors.</p> <p>The Chairman of the Board shall be a voting member of all standing board committees and shall be a member, ex-officio, of all special board committees, task groups and councils.</p>

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	<p>councils created by the Chairman for the Board's special projects.</p>
<p>ARTICLE VI Elected Officers</p> <p>Section 4. 2nd Vice Chairman. The 2nd Vice Chairman shall serve as the liaison between the Board of Directors and the governing leadership of the Association's Special Interest Groups and in other capacities as assigned by the Chairman of the Board or the Board of Directors.</p>	<p>ARTICLE VI Elected Officers</p> <p>Section 4. 2nd Vice Chairman. The 2nd Vice Chairman shall serve as the liaison between the Board of Directors and the governing leadership of the Association's special interest groups and in other capacities as assigned by the Chairman of the Board or the Board of Directors.</p>
<p>ARTICLE VII Appointed Officers</p> <p>Section 1. CEO. The Board of Directors shall employ a salaried chief executive who shall be an officer of the Association and shall have the title of President, Secretary, and Chief Executive Officer (CEO). The Board of Directors shall specify the terms and conditions of employment, including compensation.</p> <p>The CEO shall be a non-voting member, ex officio, of the Board of Directors and all of the board's standing and special committees, task groups and councils.</p> <p>Section 2. Authority and Responsibility. The CEO shall be employed by and is directly responsible to the Board of Directors.</p> <p>The CEO shall manage and direct all activities of the Association subject to the policies of the Board of Directors.</p> <p>The CEO, in concert with the Chairman of the Board, shall serve as the spokesperson for the Association.</p>	<p>ARTICLE VII Appointed Officers</p> <p>Section 1. CEO. The Board of Directors shall employ a salaried chief executive who shall be an officer of the Association and shall have the title of President, Secretary, and Chief Executive Officer (CEO). The Chairman of the Board, with assistance from the 1st Vice Chairman and 2nd Vice Chairman Board of Directors shall specify the terms and conditions of employment, including compensation.</p> <p>The CEO shall be a non-voting member, ex-officio, of the Board of Directors and all of the board's standing and special committees, task groups and councils created by the Chairman for the Board's special projects.</p> <p>Section 2. Immediate Past Chairman. The Immediate Past Chairman is an ex-officio position on the Board of Directors and is invited but not required to attend all meetings of the Board of Directors. The Immediate Past Chairman is entitled to all rights and privileges as any other member of the Board of Directors if he / she chooses to exercise those rights, with the exception of a vote on board matters.</p> <p>Section 3.2. Authority and Responsibility. The CEO shall be employed by and is directly responsible to the Board of Directors.</p>

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	<p>The CEO shall manage and direct all activities of the Association subject to the policies of the Board of Directors.</p> <p>The CEO, in concert with the Chairman of the Board, shall serve as the spokesperson for the Association.</p>
<p>ARTICLE VIII Committees, Task Groups and Councils</p> <p>Section 2. Leadership Development Committee</p> <p>The Chairman of the Board, with the approval of the Board of Directors, shall appoint the members of the Leadership Development Committee.</p> <p>The Leadership Development Committee will consist of not fewer than seven (7) members of the Association to include the Immediate Past Chairman and the 1st Vice Chairman.</p> <p>The Leadership Development Committee is charged with nominating one candidate for each elected position on the board with a term expiring during the ensuing year.</p> <p>No member of the Leadership Development Committee is eligible to be nominated for any position.</p>	<p>ARTICLE VIII Committees, Task Groups and Councils</p> <p>Section 2. Leadership Development Committee</p> <p>The Chairman of the Board, with the approval of the Board of Directors, shall appoint the committee chair and members of the Leadership Development Committee.</p> <p>The Leadership Development Committee will consist of not fewer than seven (7) members of the Association to include the Immediate Past Chairman and the 1st Vice Chairman, other board members not currently up for re-election and individuals from the General Membership category.</p> <p>The Leadership Development Committee is charged with nominating one candidate for each elected position on the board with a term expiring during the ensuing year.</p> <p>No member of the Leadership Development Committee is eligible to be nominated for any position.</p>
<p>ARTICLE XI Special Interest Groups</p> <p>Section 1. The CEO shall be entitled to create Special Interest Groups within the Association.</p> <p>Section 2. Special Interest Groups are established to pursue special interests of the Association.</p> <p>They may be organized for market segment or geographic reasons.</p>	<p>ARTICLE XI Special Interest Groups</p> <p>Section 1. The CEO shall be entitled to create and dissolve special interest groups within the Association.</p> <p>Section 2. Special interest groups are established to pursue special interests of the Association.</p>

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<p>Section 3. Special Interest Group members must be members in good standing of the Association.</p> <p>Section 4. Special Interest Groups must adhere to Association Bylaws and operate under policies as established by the Board of Directors.</p>	<p>They may be organized in pursuit of common interests or by for market segments or for geographic reasons.</p> <p>Section 3. Special interest group members must be members in good standing of the Association.</p> <p>Section 4. Special interest groups must adhere to Association Bylaws and operate under policies as established by the Board of Directors.</p>
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