

Article I – Name

The name of the Association shall be “SEAMS.”

Article II – Objectives The purpose and formation of the Association is to improve and represent the US textile industry comprehensively, from fiber to end product, and to establish programs that will benefit the US textile industry, the member firms, and the communities in which they operate.

Article III – Membership and Dues

- A. Membership in the Association shall be open to every firm which has a US presence and is engaged in or supplies the US textile industry. Each application for membership shall be reviewed and approved by the Executive Director, with guidance from the Executive Committee as needed. Each member firm in good standing shall hold one vote at Association meetings.
- B. Membership shall be classified in accordance with the member firm’s main business, into:
 - 1. Manufacturer/Contractor Members
 - 2. Supplier Members
 - 3. Brands/Retailers
 - 4. Educators/Associations
 - 5. Others
- C. A tariff of dues shall be set by the board of directors and shall be reviewed annually in accordance with the needs of the Association.
- D. If/when a member fails to remain current with the association’s assessed dues and adequate follow-up via phone and email has been conducted, termination of said membership is at the discretion of the Executive Director.

Article IV – Board of Directors

The board of directors of the Association shall be comprised of elected directors and officers as described herein:

- A. Directors
 - 1. Directors shall be elected as follows:
 - a. **one (1)** shall represent educator members;
 - b. **a variable number** shall represent **manufacturer/contractor members**, in a ratio of **one (1) director for every 25** dues-paying, member companies;
 - c. **a variable number** shall represent **supplier member companies**, in a ratio of **one (1) director for every 25** dues-paying supplier member companies;
 - d. **“Number of dues-paying members”** to be determined by the membership statistics on the 1st day of September prior to the election in each year.
 - 2. Each member firm shall have one (1) vote in the election of directors.
 - 3. Directors shall be elected for the following terms:
 - a. Manufacturer/Contractor Directors: elected for a three (3) year term, with the option for one consecutive 3-year term.
 - b. Supplier Directors: elected for a three (3) year term, with the option for one consecutive 3-year term.
 - c. Educator Director: elected for a three (3) year term, with the option for one consecutive 3-year term.
 - 5. Nothing in this article shall be construed to prohibit a director, at the expiration of his maximum term, to accept an office as an officer.
 - 6. The immediate past president shall serve as ex-officio director and shall be a full voting director on the board.
- B. Officers
 - 1. Each member firm shall have one (1) vote in the election of officers.
 - 2. Officers:
 - a. A President, Vice President, and a Secretary/Treasurer shall be elected.
 - b. Officers must have served as a director for at least two (2) years.
 - c. Officers shall be elected for a two (2) year term and shall not be eligible for re-election to the same office for consecutive terms.

C. Quorum

The total membership of the Board of Directors shall consist of the three (3) officers, elected directors, and the immediate past president; and will be considered the governing body of the Association. A quorum at board of directors' meetings shall be fifty percent (50%) plus one (1) member, for the purpose of doing business. Each officer and director, except for the president, shall have an equal vote on all matters. In the event of a deadlock, the president shall have the deciding vote.

D. Executive Committee

The Executive Committee shall consist of the three (3) officers, the immediate past-president, and a maximum of two (2) directors, or members in good standing, who may be selected by the president.

Article V -- Election of Officers & Directors

- A. Director Terms - Manufacturer/Contractor Members - elected for one (3) year term, with the option to re-elect for one additional 3-year term.
- B. Director Terms - Supplier Members - elected for one (3) year term, with the option to re-elect for one additional 3-year term.
- C. Director Terms - Educator Members - elected for one (3) year term, with the option to re-elect for one additional 3-year term.

Article VI -- Organization

- A. The Association will be a "not-for-profit" organization.
- B. The Association shall be entitled and authorized through its directors to generally engage in all activities that are deemed necessary and reasonable in the pursuit of the objectives of the Association.

Article VII -- Association Meetings

- A. The Association shall have an annual meeting to be held in the fall of each year. The business to be conducted at the annual meeting shall include the election of officers and directors according to the terms of Article V, together with any business designated in the notice of the meeting.
- B. The President, at his discretion, may call additional meetings of the general membership at any time, and for the purpose designated in the notice of the meeting.
- C. All Association meetings will require seven (7) days written notice.
- D. A quorum at Association meetings shall consist of representatives of fifteen (15) members in good standing.

Article VIII -- Duties of Officers and Directors

The president shall preside at all meetings of the Association and at all meetings of the board of directors. The vice-president shall preside at said meetings in the absence of the president. The secretary/treasurer shall record the proceedings of all meetings of the board of directors, handle all correspondence of the Association, notify members of all meetings, and shall be responsible for all funds entrusted to him and complete records of all financial transactions of the Association. The board of directors shall have the right to require from the treasurer a bond in an amount they shall fix for the faithful accounting of all funds entrusted to him. The board of directors shall manage the business and affairs of the Association. Each director shall be expected to attend all of the regular and special meetings of the Board and also carry out any special assignments.

The Executive Committee shall meet twice a year to review the business and affairs of the Association and report accordingly to the board of directors.

Article IX -- Committees

The president shall decide each year which committees should be formed or maintained, so as to further the initiatives of the Association. The president shall appoint a chairperson of each committee. Each chairperson shall call committee meetings to further its objectives and shall report to the board of directors on the committee's activities. Each chairperson shall be appointed for a two (2) year term, with the option to serve one (1) additional two (2) year appointment, but not to exceed four (4) consecutive years.

Article X -- Succession

In the event of the inability of the president to complete his term, the vice-president shall complete the unexpired term. In the event of a vacancy in the offices of vice-president, secretary/treasurer or a director, the board of directors shall elect a qualified representative of any member in good standing to fill that unexpired term. This election shall be by majority vote of the board of directors.

Article XI – Amendments to Bylaws

Amendments to the bylaws of the Association, not inconsistent with the Charter of the Association, may be adopted at any meeting of the membership at which a quorum is present, provided that written notice of such proposed action has been given not less than seven (7) days prior to said meeting.

Article X11 – Retirement of Past President

In the event that a past president retires from the sewn products industry, he will automatically become an honorary member of SEAMS.

Article XIII – Stability of the Board of Directors

In the event that the executive committee deems that a mid-term vacancy in any executive office or board of director position would disrupt continuity of SEAMS Association programs or progress, the current President may, upon approval, remain in office for an extension to the original elected term of no less than one year but no more than two years. Approval of the extension shall be by majority vote of the current board of directors.

Article XIV – Complaint Resolution

All complaints lodged against a member and received by the SEAMS office in writing shall be investigated. In the event that the complaint is deemed valid and for which the executive committee views as having the potential to negatively impact the reputation of the association or subject the association to liability, the Executive committee maintains the right to suspend the company's membership until the complaint can be resolved to its satisfaction. Multiple or unresolved complaints may subject the member to termination by a majority vote of the Board of Directors and forfeiture of dues.