



INDEPENDENT TEXTILE RENTAL ASSOCIATION

CONSTITUTION & BYLAWS

ARTICLE I – NAME

The name of this Association shall be the Independent Textile Rental Association.

ARTICLE II – DEFINITION OF AREA

The membership area served shall be global.

ARTICLE III – PURPOSE

The object of this Association shall be the promotion and development of independent textile rental operators in the covered area by:

1. Creating wider recognition of independent textile rental operators.
2. Increasing the efficiency of independent textile rental operators through an interchange of technical ideas and operating methods.
3. Engaging in those activities necessary and proper for the accomplishment of these objects consistent with public interest and the interest of this industry.

ARTICLE IV – MEMBERSHIP

Section 1. –Active-- Any independent (not publicly traded) person, firm, or corporation engaged in the rental of uniform, linen, dust control, healthcare, and related services is eligible to become a member of this Association.

Section 2. –Associate—Any person, firm or corporation engaged in selling merchandise, machinery or services to independent textile rental operators shall be eligible as an Associate Member.

Section 3. –Voting—Each active member company shall have one vote in the affairs of the Association, regardless of the number of representatives from the member company present at a meeting. An Associate member shall have no vote but shall be privileged to attend and participate in meetings.

Section 4. –Election of Members—Any person, firm, or corporation eligible to membership under these bylaws, on making written application for membership, may be elected to membership. For such election, a majority of votes of the Board of Directors is required. A vote on a membership may be taken by mail at the discretion of the Secretary.

Section 5. –Duration of Membership and Resignation – Membership in this Association may be terminated either by withdrawal from the textile services industry or voluntary withdrawal. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at their first meeting after the withdrawal is received. Withdrawal shall be effective upon fulfillment of all obligations of members to the date of withdrawal.

Section 6. –Honorary—Past Presidents and former Directors of the Association who have permanently retired from the industry shall be eligible for honorary membership. This is a voting individual membership that does not include the member's former plant. It is the retiring individual's responsibility to advise the Board of Directors of his retirement and to make application for honorary membership.

Section 7. –Sustaining—Individuals who have been members of ITRA through prior company affiliation but are not currently active in the industry in any capacity shall be eligible for sustaining membership. Sustaining members shall pay regular member company dues allowing participation in all ITRA activities. This is a non-voting, individual membership that does not include the member's former plant. The member cannot serve on ITRA's Board of Directors. It is that individual's responsibility to advise the Board of Directors of temporary retirement and to make application for sustaining membership

ARTICLE V – DUES

Section 1. The annual dues of the Association shall be set and approved by a majority vote of those members present at an annual meeting on the recommendation of the Board of Directors.

Section 2. The fiscal year of the Association shall be the calendar year. Dues shall be paid on an annual basis. The Second Vice-President/Secretary shall send a statement for such dues to each member on or about the first of December. The statement shall indicate the dues payable for the following calendar year. Dues will be payable on or before the fifteenth day of January. Dues shall not be pro-rated during the calendar year.

Section 3. Members who fail to pay their dues on or before February 15th shall be notified by the Secretary-Treasurer. If payment is not made by March 15th, the member shall be reported as in arrears to the Board of Directors. If dues are not paid by April 15th, the member shall be automatically suspended and will receive no further membership benefits. If dues are not paid by the first day of the Annual Membership Meeting, the member shall be automatically expelled for non-payment of dues.

Section 4. On the accounts receivable for items other than dues, the executive Secretary is instructed to bill members monthly and give them sixty (60) days to pay. After ninety (90) days, the Executive Secretary is instructed to write a certified letter to each delinquent member's top executive, informing that they are delinquent and suspended in accordance with ITRA's credit policy. They cannot be reinstated until their past due balances are paid.

ARTICLE VI – MEETINGS

Section 1. There shall be an annual meeting of the Association for the election of officers and director, presentation of committee and other reports, and the transaction of other Association business. This annual meeting shall be held at a place and date determined by the Board of Directors. Notice of such meeting, signed by the Second Vice-President/Secretary, shall be mailed to the last recorded address of each member at least **forty-five** days before the appointed meeting time.

Section 2. Special meetings of the Association may be called by the President or the Board of Directors. Notice of the special meeting and a statement of its purpose must be given to all members at least fifteen days in advance of the appointed date.

Section 3. Ten active members in good standing shall constitute a quorum for the transaction of business.

ARTICLE VII – OFFICERS AND DIRECTORS

Section 1. The management, affairs, business and concerns of the Association shall be vested in a Board of Directors consisting of twenty-one persons as follows: President, First Vice-President, Second Vice-President/Secretary, Treasurer, Assistant Treasurer, Sergeant-At-Arms, First Sergeant-At-Arms, Second Sergeant-At-Arms, twelve Directors At-Large and the Immediate Past President who shall automatically become a director for term of one year. Each year's board shall serve for its specified term or until new officers are installed. All officers and directors must be active members of the Association, with the exception of the Sergeant-At-Arms, the First Sergeant-At-Arms and the Second Sergeant-At-Arms. No firm, including branches, division or subsidiaries having common ownership or control, shall have more than one person on the Board of Directors at any one time.

Section 2. All officers shall be elected for a term of one year, with the exception of the Treasurer who shall hold office for a term of two years. Directors At-Large shall also serve three year terms. Except at the annual meeting where these bylaws are amended,

four previously elected directors shall complete their elected terms. The Nominating Committee shall nominate At-Large Directors to bring the At-Large Directors to four serving three-year terms, four serving two-year terms, and four serving one-year terms. They shall be again eligible for election after one year has elapsed.

Section 3. The officers of this Association shall be a President, First Vice-President, Second Vice President/Secretary, Treasurer, Assistant Treasurer, Sergeant-At-Arms, First Sergeant-At-Arms and Second Sergeant-At-Arms. All directors, including the Sergeant-At-Arms, the First Sergeant-At-Arms and Second Sergeant-At-Arms shall exercise the usual functions and voting powers of their officers. The Second Vice-President/Secretary and the Treasurer, with the approval of the Board of Directors, may delegate some of their functions to a paid Executive Director who shall not be an officer or a director, but who shall be privileged to attend board and other meetings.

Section 4. The Second Vice-President/Secretary, Treasurer, Executive Director, or any other person entrusted with the handling of funds or property of the Association, shall at the discretion of the Board of Directors and at the expense of the Association furnish a fidelity bond on such sum as the Board shall prescribe.

Section 5. It shall be the duty of the officers and directors to adopt an operating budget for each calendar year. The Treasurer shall make a financial report to the membership at each annual meeting.

Section 6. Any vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by the Board for the unexpired term.

Section 7. A majority of the Board shall constitute quorum for all purposes.

Section 8. The Board of Directors shall meet at least twice a year. The outgoing Board shall attend the meeting to be held immediately prior to the annual convention at the convention site and the incoming Board shall attend the meeting to be held immediately prior to the mid-year conference at the conference site.

ARTICLE VIII - COMMITTEES

Section 1. There shall be such committees as the Board of Directors may appoint. A majority of the committee shall constitute a quorum.

Section 2. Each year the Board of Directors shall appoint a Nominating Committee of five members. This committee shall be made up of the Immediate Past President, who shall serve as chairman, the current standing President, the First Vice-President, the retiring Sergeant-At-Arms and one member at large. It shall be the duty of this committee to nominate candidates for President, First Vice-President, Second Vice-President/Secretary, Treasurer, Assistant Treasurer, Sergeant-At-Arms, and the directors to be elected at the next annual meeting. Their slate of recommendations shall be submitted to the Second Vice-President/Secretary shall send the slate to all members at

least thirty days before the annual meeting. He shall also state that additional nominations may be made by petition signed by ten members in good standing. Such petition shall be filed with the Second Vice-President/Secretary at least five days before the annual meeting.

Section 3. Only bills or expenses incurred at the specific authorization of the Board of Directors shall be reimbursed by the Association.

ARTICLE X – AMENDMENTS

Section 1. These bylaws may be amended, repealed, or altered only by a majority vote of active members at an annual or special meeting. Proposed changes to be made at a special meeting must be submitted by mail to active members at least fifteen days before the time of the meeting called for this change. In the case of a regular meeting, notice must be given of any change that will be proposed by the Directors.

Section 2. These bylaws were duly adopted by a two-thirds vote of the active members of the Association present at a meeting held in Key West, FL, on October 15, 2003 and are effective as of that date.