

**BYLAWS
OF
AATCC Foundation, Inc.**

(Last amended February 16, 2010)

**ARTICLE I
ORGANIZATION**

Section 1. Name. This North Carolina nonprofit corporation shall be known as the AATCC Foundation, Inc.

Section 2. Purpose. The role and purpose of the Corporation shall be that described in the Articles of Incorporation.

Section 3. Principal Office. The principal office of the Corporation shall be located in Research Triangle Park, Durham County, North Carolina.

Section 4. Other Offices. The Corporation may have offices at such other places as the

are to be held which will not allow for five (5) days notice, they must be held as special meetings as provided in Section 4.

Section 3.

removed at any time by a resolution adopted by a majority of the Board of Directors of the American Association of Textile Chemists and Colorists.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 1. Titles and Elections. The officers of the Corporation shall consist of officers determined by the Board of Directors which may include a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a President (known as the Executive Vice President), a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board may from time to time determine.

The officers of the Corporation shall be elected and appointed by the Board of Directors every year at the annual meeting.

Section 2. Terms. The officers of the Corporation appointed or elected by the Board of Directors shall hold their offices for such terms, and shall exercise such powers, and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Removal. Except in the event of resignation, removal or death, the officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Except as otherwise provided in this Section, any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 4. Chair of the Board. The Chair shall preside at all meetings of the Board of Directors. The Chair shall be an ex-officio, non-voting member of all committees; however the Chair is allowed to vote on an issue if there is a tie. The Chair is a member of the Executive Committee and shall be a regular, voting member. The Chair shall make a report at the Annual Meeting of the Board of Directors stating the condition of the Corporation, and shall make such suggestions and recommendations as he/she deems proper for the best interests of the Corporation. The Chair shall appoint delegates and representatives to the organizations with which the Corporation is affiliated. The Chair shall have the power to call the regular and any special meetings of the Board of Directors.

Section 5. Vice Chair. In the event of a vacancy in the office of Chair, or during the Chair's absence or inability to serve, the Vice Chair shall perform all the duties required of the Chair, and shall have the same powers and privileges.

Section 6. President. The President shall be the Corporation's Chief Executive Officer and shall be known as the Executive Vice President. The President shall be responsible for seeing that the policies and directives of the Board of Directors are properly carried out. Subject to such policies and directives, the President shall man

Section 2. Authority and Reporting. Each committee shall have and exercise the powers and authority of the Board of Directors specifically granted to it in the resolution creating it or in these Bylaws. Each committee must keep minutes of its proceedings and report its action to the Board of Directors. Actions of a committee are effective when taken or at such later date as the committee specifies, but are subject to ratification by the Board of Directors.

Section 3. Membership. Each member of a committee holds office until a successor is elected, or until the member resigns or is removed from the committee. A member of a committee may succeed himself or herself.

Section 4. Additional Advisors. The chair of any committee may invite additional individuals with expertise in a particular area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

Section 5. Resignation and/or Removal. Any member of a committee may resign at any time by giving written notice to the chair of the committee. Such resignation will be effective upon receipt or at any later date specified in the written notice. Any member of a committee may be removed at any time by a resolution adopted by a majority of the Board of Directors.

Section 6. Vacancies.

employment of the salaried officers if any, of the Corporation from time to time and make recommendations, as appropriate, to the Board concerning these matters; (iii) oversee all public relations and community related activities of the Corporation; (iv) recommend to the Board of Directors, at any meeting, nominees to fill any vacancy in the officers or board committee seats; and (v) implement and carry out the Board of Directors' conflict of interest policies.

(c) The Executive Committee shall meet as often as necessary, in the interim between regularly scheduled or special meetings of the Board of Directors. The Secretary shall record the minutes of all Executive Committee meetings and maintain attendance records. Copies of such minutes with attendance records will be furnished to each member of the Board of Directors at, or prior to, the next regularly scheduled meeting of the Board.

Section 9. Special Committees. Special committees may be appointed by the Chair of the Board of Directors with concurrence of the Board of Directors for special tasks, as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which appointed and shall have no power to act except in those matters specifically designated by action of the Board of Directors. Reports, including any documentation, of the findings and/or actions of special committees will be made directly to the Board of Directors and will be included in the minutes of those bodies thereby negating the requirement

seven (7) days within which to comply, after which he/she shall be automatically suspended from all committees of the Board and shall not be allowed to attend or vote at Board meetings until he/she shall comply.

attorneys' fees actually and necessarily incurred by him/her in connection with any such action, suit or proceeding, (ii) all reasonable payments made by him/her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he/she may have become liable in such action, suit or proceeding; and (iii) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Expenses incurred by anyone entitled to receive indemnification under this section in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any provisions in the Bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the director to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation against such expenses.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein shall inure to the benefit of the legal representatives or any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

The rights granted herein shall not be limited by the provisions contained in N.C. Gen. Stat. § 55A-8-51 (or its successor).

Notwithstanding any other provisions of this Article, the Corporation shall not provide any indemnity if doing so would jeopardize its status as tax-exempt under I.R.C. Section 501 (c) (3) or subject it to the excise taxes in I.R.C. Section 4941 to 4945.