



## Bylaws

Approved by the TAPAC Assembly of Delegates on December 8, 2023.

### 1. Preamble

Bylaws are guidelines for the operation of the internal affairs of the organization. Bylaws provide a framework for an organization and allow for a process of change over time. Bylaws are the legal guidelines of the organization.

### 2. Official Name

The name of the organization shall be known as the Textile and Apparel Programs Accreditation Commission (TAPAC), herein referred to as the Commission.

### 3. Mission, Vision, and Purpose

The **mission of the Commission** is to provide quality assessment and quality enhancement of higher education programs in textiles and apparel and allied areas. The **vision of TAPAC** is to advance excellence of the textile and apparel profession. The **purpose of the Commission** is to serve as the accrediting body for programs in textiles and apparel and related areas in higher education by establishing standards for the recognition of programs, and reviewing the characteristics and performance of individual programs against these established standards.

- **Textiles and Apparel** – Describes programs that the Commission is considering for accreditation. The Commission recognizes that a single program name does not accommodate all configurations of relevant curricula. “Textiles and apparel” is used throughout the document for consistency.

- **Related Areas** – Describes programs that may be called something other than “textiles and apparel,” yet have content areas compatible with the academic standards established by the Commission.

### 4. Organizational Structure

The Commission shall be composed of an Assembly of Delegates representing accredited and affiliate programs and a Board of Commissioners that directs the activities of the Commission. An Executive Committee within the Board of Commissioners shall work with the Executive Director to guide the work of the Board. Descriptions of these entities and their responsibilities are provided in subsequent sections of this document.

## **5. Board of Commissioners**

### **5.1 General Powers of the Board of Commissioners**

TAPAC shall have a Board of Commissioners with the following responsibilities:

- a. Adopt and apply policies, processes, and procedures for accreditation.
- b. Consider and act on applications for accreditation.
- c. Issue a list of accredited institutions and programs.
- d. Monitor compliance with the standards of accreditation of institutions and programs.
- e. Conduct an annual meeting of the TAPAC Assembly of Delegates.
- f. Appoint members and chairpersons to committees, task forces, and working groups, except standing committees addressed in 8.2 and special committees addressed in 8.3.
- g. Approve the slate of candidates for commissioners and standing committees.
- h. Hire, evaluate, compensate, and dismiss a chief administrative officer to manage the operation of TAPAC, whose title shall be Executive Director.
- i. Elect officers from within the Board to serve on the executive committee.
- j. Oversee revenues, expenditures, investments, budget development, and internal financial controls.
- k. Promulgate standards of accreditation, after notice to and comment from the Assembly of Delegates.
- l. Assure canons of ethical business operations and personal conduct.
- m. Develop, coordinate, implement, and assess the strategic plan, proposing revisions as needed.
- n. Assess the effectiveness of TAPAC in fulfilling its mission and meeting its goals and objectives.
- o. Propose and enact amendments to the bylaws.

### **5.2 Composition of the Board**

The Board of Commissioners (BOC) shall be made up of representatives from textiles and apparel and related associate or baccalaureate programs in academic colleges and universities, and from the textiles, apparel and related industries. Fourteen (14) Commissioners are elected or appointed as described below. All but the Executive Director are voting members of the BOC.

- 5.2.1 Nine (9) commissioners shall be elected by the TAPAC Assembly of Delegates (AOD) from faculty members of affiliate or accredited programs to represent a diversity of types of programs and ITAA content areas.
- 5.2.2 The president of the Board of Commissioners shall serve as an ex-officio voting member of the board.
- 5.2.3 The past-president shall serve as an ex-officio voting member of the Board.
- 5.2.4 One commissioner representing the public as a member of a textile or apparel-related industry shall be appointed by the TAPAC Board of Commissioners.
- 5.2.5 One commissioner who is a practicing professional in the textiles, apparel, or related industry shall be appointed by the TAPAC Board of Commissioners. Preference will be given to a graduate of a current TAPAC Accredited or Affiliate Member program.
- 5.2.6 The Executive Director of TAPAC shall serve as an ex-officio, non-voting member of the Board of Commissioners.

### **5.3 Election/Appointment of Commissioners**

- 5.3.1 An election shall be held annually to fill open positions for elected members of the Board of Commissioners.
- 5.3.2 The Nominating Committee shall identify nominees prior to the annual meeting of the Assembly of Delegates.
- 5.3.3 The Assembly of Delegates shall elect commissioners via electronic ballot prior to the annual meeting.
- 5.3.4 Elected Commissioners shall serve a term of three years, unless completing a term that has been vacated (see 5.3.6). Commissioners may serve a maximum of eight consecutive years including any service as an ex-officio President or Past-President. There is no limit on non-consecutive service on the BOC. Commissioners whose eligibility for BOC membership changes may finish their term but may not be eligible for re-election without approval of the BOC.
- 5.3.5 Appointed members of the Board of Commissioners shall serve a three-year term and may serve consecutive terms.
- 5.3.6 No Board of Commissioners (BOC) member may concurrently serve as an officer of the International Textile and Apparel Association (ITAA).
- 5.3.7 In the event of a vacancy on the Board of Commissioners,
  - a) the President may appoint a faculty member from an Assembly of Delegates (AOD) program to finish out the term if there is one year or less of the term remaining, or
  - b) if there is more than one year of the term remaining, an election will be held to elect a faculty member from an AOD program to fulfill the remainder of the term.
  - c) BOC members may serve a maximum of eight (8) consecutive years.

### **5.4 Officers of the Board**

- 5.4.1 Officers of the Board of Commissioners shall be president, president- elect, past-president, secretary, and treasurer. These officers are members of the Executive Committee (see section 8.1).
  - 5.4.1.1 The president of the Commission shall:
    - a. Serve as chair of the Executive Committee
    - b. Preside at all meetings of the Commission.
    - c. Support the work of the Commission and ensure its effectiveness.
    - d. Serve as a signatory officer for the Commission.
    - e. Serve as an official spokesperson for the Commission.
    - f. Vote as an ex-officio member of the Board of Commissioners
    - g. Serve as the past-president in the subsequent year
    - h. Appoint a replacement member for vacated BOC or Standing Committee positions as defined in 5.3.7.a and 8.2

5.4.1.2 The president-elect of the Commission shall:

- a. Preside at meetings of the Commission in the absence of, or when requested by the president.
- b. Perform the duties of the president in the event of the president's temporary inability to serve.
- c. Perform other duties as the president may direct.
- d. Serve as the president and past-president in subsequent years.
- e. Serve as chair of the Nominating Committee.

5.4.1.3 The past-president of the Commission shall:

- a. Serve as advisor to the president when requested.
- b. Chair the Standards Committee.
- c. Vote as an ex-officio member of the Board of Commissioners

5.4.1.4 The treasurer of the Commission shall:

- a. Oversee the proper custody and management of the Commission funds and securities with general concurrence of the Commission.
- b. Make regular financial reports to the Board of Commissioners and the Assembly of Delegates.
- c. Serve as chair of the Finance Committee.

5.4.1.5 The secretary of the Commission shall:

- a. Ensure that meeting proceedings are duly documented and confirm their accuracy.
- b. Ensure that proper notice of meetings is given in accordance with these bylaws.

## **5.4.2 Election of Officers**

5.4.2.1 The President-Elect shall serve as chair of the Board of Commissioners Officer Nominations Committee which shall consist of the President-Elect, President, and Past President of the Board of Commissioners. The Executive Director shall serve as an ex-officio member of the committee. The committee will prepare a slate of officers and present it to the Board of Commissioners.

5.4.2.2 The election of officers shall be conducted and results announced at the annual meeting of the Assembly of Delegates.

5.4.2.3 The president-elect shall be elected for a one-year term and shall serve as president and past president in succeeding years.

5.4.2.4 The Secretary shall be elected to a one-year term and may serve two consecutive terms.

5.4.2.5 The Treasurer shall be elected to a two-year term and may not serve two consecutive terms.

5.4.2.6 No one shall hold more than one office at a time.

5.4.2.7 Terms of office shall begin January 1.

- 5.4.3 If a vacancy occurs among the elected officers of the Board of Commissioners, the president of the Commission shall appoint a person to fill the vacancy until a special election is held to fill the unexpired term. The vacancy shall be filled from existing members of the Board of Commissioners.
- 5.4.3.1 If a vacancy occurs in the office of president, it shall be filled by the president-elect for the remainder of the term.
- 5.4.3.2 If a vacancy occurs in both the offices of the president and president-elect, the secretary shall serve as the president until Board of Commissioners appointees fill both vacancies.
- 5.4.4 Any officer may resign at any time by submitting written notice to the president of the Commission. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president. The president of the Commission may resign by submitting written notice to the president-elect, who shall promptly notify the remaining commissioners. Such resignation shall take effect at the time specified therein or, if no time is specified, upon acceptance thereof by a majority of the voting members of the Board of Commissioners.
- 5.4.5 Any officer may be removed by an affirmative vote of two-thirds of the voting members of the Board of Commissioners.

## **5.5. Board Voting**

- 5.5.1 Two-thirds of the voting members of the Board of Commissioners shall constitute a quorum to hold a meeting.
- 5.5.2 Every commissioner entitled to vote shall have one (1) vote. Proxy votes shall not be allowed.
- 5.5.3 Accreditation actions shall require a two-thirds affirmative vote of the voting members of the Board of Commissioners.
- 5.5.4 Other actions of the Commission shall require a two-thirds affirmative vote of the voting members of the Board of Commissioners.
- 5.5.5 Members of the Board of Commissioners whose programs are under review shall recuse themselves from any accreditation discussion relating to their programs. If there is a conflict of interest on any matter, the member of the Board of Commissioners shall declare a conflict of interest and be recused from all discussion and action related to such matter.

## **6. Assembly of Delegates**

The Assembly of Delegates comprises representatives of accredited programs in good standing and affiliate programs in good standing, as well as members of the Board of Commissioners.

## **6.1. Membership**

There are three categories of membership. Textile and apparel related programs in higher education interested in accreditation matters, seeking accreditation, or accredited by TAPAC shall be eligible for membership. Accredited and Affiliate Program Members shall be represented in the Assembly of Delegates by one voting designate of the program. Individuals from industry or academia who are not employed by TAPAC Affiliate or Accredited Programs, but who are interested in accreditation-related matters, may join as Professional Members. Professional Members are non-voting members of the Assembly of Delegates, but may serve on TAPAC-related committees. Membership shall be contingent upon paying annual dues and compliance with these bylaws.

6.1.1 An **accredited program** has successfully completed the accreditation process and meets or exceeds quality standards.

6.1.2 An **affiliate program** pays the affiliate dues to allow participation in matters addressing issues in higher education that may have an impact on accreditation.

6.1.3 Professional members include individuals from industry or education (including both faculty and graduate students), who are interested in being involved with TAPAC and pay the annual Professional Membership fee. Professional Members are non-voting members of the Assembly of Delegates, but may serve on TAPAC-related committees.

## **6.2. Delegates**

6.2.1 Appointment of delegates shall be the responsibility of the member program. Upon application to membership, the program shall identify a delegate to receive correspondence and ballots.

6.2.2 A program must notify the TAPAC Executive Director of any change in delegate or their proxy to attend and vote at the annual meeting.

6.2.3 Length of term of delegate service shall be determined by the member program.

## **6.3. Accreditation Status**

6.3.1. Accreditation.

Accreditation, provisional accreditation, or probationary accreditation status is granted by vote of the Board of Commissioners. For additional information, refer to the TAPAC Policies and Procedures 3.1.F ([www.tapacaccreditation.org/documents](http://www.tapacaccreditation.org/documents)).

6.3.2. Withdrawal of Accreditation

The Commission may withdraw a program's accreditation if, at any time, it fails to meet

eligibility criteria, meet any procedural requirement, or comply with evaluation standards, and may require that cause be provided in support of not withdrawing a program's accreditation. A program for which accreditation has been withdrawn may not reapply for accreditation until a period of one year has elapsed since the Commission's decision.

#### **6.3.3 Relinquishment of Accreditation**

Accreditation of a program shall automatically be relinquished if: (a) the institution loses its accreditation to operate; (b) the Commission receives, and formally accepts, written notification from the chief executive officer of the institution that it voluntarily relinquishes accreditation; or (c) the program ceases to operate.

#### **6.4. Transfer of Membership**

Membership in TAPAC is not transferable or assignable.

#### **6.5. Dues Structure**

Dues structure and other fees associated with accreditation shall be determined by the Board of Commissioners and made available on the TAPAC website ([www.tapacaccreditation.org](http://www.tapacaccreditation.org)).

### **7. Assembly of Delegates Meetings**

#### **7.1 Annual Meeting**

The Assembly of Delegates shall meet annually, at a time and place specified by the Board of Commissioners, to receive annual reports and transact such other business as may properly come before the assembly. Meeting notice shall be sent to each delegate not less than thirty (30) days prior to the date of meeting.

#### **7.2 Quorum**

Fifty-one percent of the total Assembly of Delegates shall constitute a quorum. A quorum is required for business to be conducted.

#### **7.3 Voting**

Every commissioner or delegate entitled to vote shall have one (1) vote. Unless otherwise stipulated in these bylaws, matters brought to vote require a simple majority of the votes cast as long as a quorum has been met.

#### **7.4 Conducting Meetings**

The rules contained in the latest edition of Robert's Rules of Order shall govern the way

business is conducted in meetings.

## **7.5 Special Meetings**

Special meetings may be called by the president and the president-elect or shall be called by the president upon written request addressed to the president, either by a majority of members of the Board of Commissioners or in response to a request signed by 10 percent of the Assembly of Delegates members. Notice of any special meeting shall be mailed to each commissioner or delegate at his/her last recorded address at least 30 days in advance, with a statement of time and place and a preliminary agenda of topics for discussion. No business other than that stated in the notice of the special meeting shall be considered during any such meeting.

## **8. Committees**

### **8.1 Executive Committee**

The Executive Committee of the Board of Commissioners shall consist of the president, president-elect, past-president, treasurer, and secretary. The Executive Director shall serve as a non-voting Ex-Officio member of the Executive Committee. Meetings shall be called as needed by the president. The Executive Committee shall report its activities to the Board of Commissioners and report activities of the Board to the Assembly of Delegates.

### **8.2 Standing Committees**

The Commission shall have standing committees with a chair from the Board of Commissioners and members elected by the Assembly of Delegates whose duties are summarized in these bylaws. The Commission's standing committees include, but are not limited to, the Nominating Committee and Standards Committee. Subject to the approval of the Executive Committee, the president shall appoint the members of the standing committees in accordance with the provisions of this section. The president may remove any member of a standing committee, subject to ratification by the Executive Committee whenever such action is in the best interest of TAPAC, or when such member shall cease to qualify for committee membership. Vacancies shall be filled only for the remainder of the term of the vacated position.

8.2.1 The Nominating Committee shall consist of five members, including the President-elect of the Board of Commissioners and four elected members from the Assembly of Delegates member programs, each serving one-year terms. Elected members of the Nominating Committee are not eligible to serve consecutive terms. While serving on the Nominating Committee, members of



this committee are not eligible to be nominated to serve in any elected capacity. Elections shall be via electronic ballot at the same time and under the same guidelines as other elected positions.

8.2.1.1 It shall be the duty of the Nominating Committee to:

- a. Determine members' interest in serving on the Board of Commissioners or on a standing committee.
- b. Accept nominations from the membership by any means deemed appropriate prior to developing the ballot, and reduce those nominations to a manageable slate at the Committee's discretion.
- c. Obtain the consent of each candidate to serve.
- d. Prepare a slate of candidates for open seats on standing committees and on the Board of Commissioners.
- e. Submit the proposed slate to the TAPAC Board of Commissioners for approval and submission to the Assembly of Delegates for vote by electronic ballot.
- f. Report the results of the election.

8.2.1.2 Current members of the Nominating Committee shall not be eligible to be included on the ballot for Board seats.

8.2.2 The Standards Committee shall consist of six members, including the past president of the Board of Commissioners, an appointed Board of Commissioners member that represents textile, apparel or a related industry, and four elected members from the Assembly of Delegates member programs. Elected and appointed members of the Standards Committee shall serve two-year terms and are eligible to serve consecutive terms. Elections shall be via electronic ballot at the same time and under the same guidelines as other elected positions.

8.2.2.1 It shall be the duty of the Standards Committee to:

- a. Propose to the Board of Commissioners amendments to published standards, with consideration of comments from review committees.
- b. Report amendments of published standards to the Assembly of Delegates at the annual meeting and/or via TAPAC Board of Commissioners communications.

### **8.3 Special Committees**

#### **8.3.1 Finance Committee**

The Finance Committee shall consist of three voting members including the treasurer and two current or former BOC members recommended by the TAPAC BOC and appointed by the TAPAC President. Each serves a two-year term and may not serve two

consecutive terms. The Executive Director is an Ex-Officio non-voting member of the Finance Committee.

- 8.3.1.1 It shall be the duty of the Finance Committee to:
- a. Recommend and review financial policies and procedures
  - b. Annually review fee structures for TAPAC functions and make suggestions for changes or new fee structures as needed.
  - c. Facilitate an annual compilation to assess the financial setup and the financial health of the organization.
  - d. Evaluate financial feasibility of new initiatives and new expenses.
  - e. Submit financial recommendations to the Executive Committee of the Board of Commissioners for possible BOC actions.

## **9. Amendments to Bylaws**

### **9.1 Amendment Consideration**

No amendment shall be considered at the annual meeting unless the same has been submitted for consideration either upon recommendation of the Board of Commissioners or by written petition executed by not less than 10 percent of Assembly of Delegates members. Any proposed amendment shall be filed with the Commission secretary by either the Board of Commissioners or the petitioning members, as the case may be, not less than 45 days before the date of the meeting.

### **9.2. Amendment Announcement**

The Commission secretary shall send notice of proposed amendments to each Assembly of Delegates member not less than 10 days prior to said meeting.

### **9.3 Amendment Voting**

Commission bylaws may be amended by vote at the annual Assembly of Delegates meeting or by a special electronic vote. Any amendment that will either increase or decrease the number of members of the Board of Commissioners shall require an affirmative vote of two-thirds of the full Assembly of Delegates via electronic vote.

## **10, Defense and Indemnification**

To the extent permitted by law, the Commission shall defend and/or indemnify any person who was or is a party defendant or is threatened with being made a party defendant to any legal action, suit, or proceeding (other than an action, suit, or proceeding by or in the right of the Commission) by reason of the fact that he/she is or was a director, officer, employee, or agent of the Commission, or is or was so serving at the Commission's request for another profit or not-for-profit corporation, against expenses actually and necessarily incurred by him/her in connection with the defense of such legal action, suit, or proceeding, except in relation to

matters as to which he/she shall be adjudged in such legal action, suit, or proceeding to be liable for negligence or misconduct in the performance of his/her duty to the Commission.

The termination of any legal action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or in a manner that he/she reasonably believed to be in the Commission's best interests.

To the extent that the court or body in or before which such legal action, suit, or proceeding was finally determined has not addressed the questions of negligence or misconduct in the performance of the person's duty to the Commission, a determination that indemnification is proper shall be made by a majority vote of the Commission members. In the event of settlement of a legal action, suit, or proceeding, indemnification shall be made up to the amount that would reasonably have been expended in the defense, as provided for by the Commission.

Indemnification shall not be deemed exclusive of any other rights to which the director, officer, employee, or agent may be entitled under any bylaw, agreement, vote of the Commission members, or otherwise.

## **11. Legal Status**

### **11.1 Fiscal Year**

The fiscal year of the association shall begin on the first day of January and end on the last day of December, or as determined by the Commission.

### **11.2 Tax-Exempt Status**

This Commission is a non-stock and nonprofit corporation. No part of the net earnings of the Commission shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Commission shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the objectives set forth in the bylaws.

Notwithstanding any of the provisions in the Articles of Incorporation, the association shall not carry on any other activities not permitted: (a) by corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future U.S. revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future U.S. internal revenue law).

### **11.3 Dissolution**

In the event that this Commission should ever be dissolved and cease to exist, the officers shall have the power and are hereby authorized to dispose for cash all property and securities

belonging to the Commission. The amount of such cash less necessary expenses shall be added to any existing bank balance on hand. At the discretion of the officers holding office at the time of dissolution, the total sum shall be spent for some educational project, this action to be taken within approximately one year from date of dissolution. If during this period of one year, one or more of the officers should cease to function for any reason, the remaining officers are hereby authorized and directed to elect a new officer or officers from representatives of member institutions at the time of said dissolution.