

Responsible Textile Recovery Act Producer Responsibility Organization Application Form

Instructions: Type your responses into this form and save the final version as a PDF document.

All application materials are deemed public records, pursuant to the California Public Records Act (Division 10 (commencing with Section 7920.000) of Title 1 of the Government Code). To promote transparency, CalRecycle will be making portions of the application publicly available. To help facilitate the process, CalRecycle requests applicants to ensure the following:

- All documents are in compliance with [Government Code section 7405](#) and the [Web Content Accessibility Guidelines 2.0](#) published in 2008 by the Web Accessibility Initiative of the World Wide Web Consortium at a minimum Level AA success criteria.
- Identify information that is deemed confidential and explain in a cover letter why the information should be kept confidential.

Please submit this form with all other documents to Textiles@CalRecycle.ca.gov.

Applications are due on or before January 1, 2026, at 11:59 PM PST. This statutorily mandated deadline will not be extended. Direct any questions to Textiles@CalRecycle.ca.gov.

1. Organization Contact Information		
Organization Name: Circular Textile Alliance		
Employer ID#: 41-2902898	Phone:	
Address: 2108 N St Ste N	Website: circulartextilealliance.org	
City: Sacramento	State: CA	Zip Code: 95816
2. Contact Person		
Contact Person Name: Richard Cepeda		
Title: Secretary	Phone: 858-248-5127	
Address: 4179 Baycliff Way	Email: richard@circulartextilealliance.org	
City: Oceanside	State: CA	Zip Code: 92056

I certify under penalty of perjury under the laws of the State of California that to the best of my knowledge and belief, all foregoing and supporting information is true and complete.	
X	
Signature (by a contact authorized to represent the organization)	Date: 12/31/2025
Print Name: Richard Cepeda	Title: Secretary

Information about Organization

1. Provide a summary of the organization and a description of how the organization is qualified to serve as the producer responsibility organization (PRO).

Circular Textile Alliance (CTA) is a California-based nonprofit Producer Responsibility Organization founded by experienced fashion and textile industry professionals with first-hand knowledge of textile production, supply-chain operations, and circular systems. CTA’s leadership understands not only how textiles are made and distributed, but how they can be produced, managed, and recovered in ways that respect the environment, workers, and animals.

CTA was established to support producers and the broader California economy in meeting the requirements and objectives of the California Textile Recovery Act (SB 707). The organization operates as a collaborative, industry-informed partner focused on ensuring that implementation of the law is effective, practical, and beneficial for businesses of all sizes while delivering measurable environmental outcomes.

In partnership with producers, CTA undertakes the following core activities:

- Provide education, outreach, and technical assistance to producers, brands, retailers, and other stakeholders regarding SB 707 requirements and best practices for sustainable textile management
- Support the development and coordination of systems for textile collection, sorting, repair, reuse, and fiber-to-fiber recycling throughout California
- Conduct and support research, innovation, and data analysis related to sustainable textile materials, recycling technologies, environmental impacts, and supply-chain traceability

- Facilitate collaboration among producers, recyclers, municipalities, community organizations, and government agencies to build a coordinated, statewide circular textile infrastructure
- Lead public awareness and consumer education efforts to encourage responsible participation in textile waste reduction and recycling programs

CTA is headquartered in Southern California and maintains strong relationships across the textile value chain, including producers, manufacturers, recyclers, reuse organizations, and service providers. The organization is committed to working with producers of all sizes and market segments to implement SB 707 in a manner that is transparent, equitable, and aligned with California's environmental and economic goals.

CTA is a values-driven organization that views policy as a catalyst for positive, lasting change. By combining industry expertise, collaborative governance, and a solutions-oriented approach, CTA is well qualified to serve as a Producer Responsibility Organization and to support the successful implementation of California's Textile Recovery Act.

2. Explain why this organization is interested in serving as the PRO.

Circular Textile Alliance (CTA) is interested in serving as the Producer Responsibility Organization because the textile industry has reached a critical inflection point. The scale of textile waste and resource use makes it clear that incremental change is no longer sufficient—system-level redesign is needed now. CTA believes extended producer responsibility is a powerful tool to accelerate that transition and to align industry practices with environmental, social, and economic sustainability.

With the implementation of SB 707, California is positioned as a national and global leader in textile circularity. The policies, systems, and partnerships established in California will help define a roadmap for other states and jurisdictions seeking to develop effective, equitable end-of-life solutions for textiles. CTA is motivated by the opportunity to help ensure that this first-of-its-kind program is implemented thoughtfully, transparently, and in a way that delivers real environmental outcomes while supporting a healthy and competitive textile industry.

CTA is committed—both organizationally and individually—to seizing this moment. Serving as the PRO allows CTA to apply its industry expertise, collaborative approach, and values-driven leadership to help guide the textile sector toward a more circular, resilient future. CTA views this role not only as a regulatory responsibility but as an opportunity to demonstrate how policy, when implemented effectively, can be a positive catalyst for innovation, collaboration, and lasting change.

3. List the members and titles of the organization's governing board along with the following information:

- Term lengths for each member and information on whether a board member is eligible for reappointment.
- List of the producer(s) that each member represents.
- Description of how the governing board represents producers that are diverse in size and type and that represent the diversity of covered products in the market.
- List of covered products placed in the market by these entities. Please provide a detailed and specific list of products. Covered products are defined in Public Resources Code (PRC) sections 42984.3(a), (i), and (ae).

The governing board of Circular Textile Alliance consists of three (3) voting members, all of whom are producer representatives placing covered textile products into the California market. Each board member serves a three-year term and is eligible for reappointment.

The board is structured to represent producers that are diverse in size, business model, and covered product categories, ensuring governance decisions reflect the range of apparel and textile products subject to California's textile extended producer responsibility requirements.

Kevin Ann Jordan – Chair / President

- **Represented Producer(s):** Apparel and textile producer(s) placing covered products into the California market
- **Producer Type:** Large or mid-sized apparel brand
- **Term Length:** Three (3) years
- **Eligible for Reappointment:** Yes
- **Covered Products Placed in the Market:**
 - Adult apparel, including tops, bottoms, dresses, outerwear, and fashion basics
 - Performance and activewear garments
 - Apparel containing blended or synthetic textile fibersCovered products are consistent with the definitions set forth in PRC 42984.3(a) and (ae).

Richard Cepeda – Vice Chair / Secretary

- **Represented Producer(s):** Apparel and textile producer(s) placing covered products into the California market
- **Producer Type:** Mid-sized or private-label apparel producer
- **Term Length:** Three (3) years
- **Eligible for Reappointment:** Yes
- **Covered Products Placed in the Market:**
 - Children’s and youth apparel
 - Sleepwear, loungewear, and seasonal apparel
 - Apparel accessories containing textile components

Covered products are consistent with the definitions set forth in PRC 42984.3(a) and (ae).

Alison Rojas Metcalfe – Treasurer

- **Represented Producer(s):** Apparel and textile producer(s) placing covered products into the California market
- **Producer Type:** Small or specialty producer, including uniform or performance apparel suppliers
- **Term Length:** Three (3) years
- **Eligible for Reappointment:** Yes
- **Covered Products Placed in the Market:**
 - Specialty apparel, including uniforms and workwear
 - Reusable or durable textile products intended for repeated use
 - Performance or technical textile garments

Covered products are consistent with the definitions set forth in PRC 42984.3(a), (i), and (ae).

4. List any ex officio members and titles of the organization’s governing board, if applicable, and the following information:

- Term lengths for each member and information on whether an ex officio member is eligible for reappointment.
- Describe how the members are involved in the collection, sorting, repair, reuse, recycling, or management of covered products.

Circular Textile Alliance does not currently have any ex officio members serving on its governing board. Upon selection by CalRecycle as California PRO, CTA will open board

membership to other producer representatives, as well as affiliate and advisory (non-voting / ex-officio) representatives following the governing board process attached.

As part of this process, CTA may appoint non-voting ex officio members in the future to provide technical expertise related to collection, sorting, repair, reuse, recycling, or management of covered products, as permitted under applicable regulations. Any such appointments will be disclosed and documented in future program updates. Please see letters of endorsement from interested parties.

5. Describe how your organization can most effectively implement this chapter including, but not limited to, responding to the following:

- Describe the organization's experience implementing textile or apparel collection, reuse, or recycling programs.
- Describe the organization's experience establishing and/or operating producer responsibility organizations/stewardship organizations.
- Disclose any entities or organizations that the PRO has conducted business with or has any financial or contractual affiliation with.
- Provide a list of the producers, including the brands of covered products they produce, who are currently members of or are affiliated with this organization.
- Provide any other information to demonstrate that the organization can effectively implement the requirements of the law and is relevant to the organization's qualifications to be the producer responsibility organization.

The Circular Textile Alliance (CTA) understands the complexity around implementing the kind of textile recycling program necessary for the size of California. Our independent work began in 2008, after the US recession overlapped with a critical drought in India. This was an opportune time for global brands to source synthetic materials to replace cotton, which had skyrocketed in costs on the commodities market. At the time, low-cost fashion brands were also seeing growth as people looked for more affordable options, like polyester, during economic downturn.

In the following years, consumers would grow accustomed to polyesters in everyday apparel, which extended into a new market called yoga-fitness. Now brands could use newer, more expensive synthetics for the purpose of longevity and compression, not just affordability.

Our work with prAna put us at the forefront of new development in synthetic activewear apparel. But the brand values of sustainability pushed development into exploring recycled options. We learned that fishing nets could be gathered and recycled and eventually learned about new technology for water bottles to be recycled. There were significant roadblocks however. Recycled plastics did not manage chemical inputs like Bisphenol A (BPA) nor did recycled nylon cover environmental impact assessments like the impact of pulling tonnes of netting from the sea floor where sealife has already been growing back. We had to start developing internal metrics for all these variables.

Our solution was called a “Materials Thermometer”. It was a branded in-house resource to measure the impact of our most common materials, along with the water, energy, chemical impacts and animal cruelty. It was used to train our design and development teams, and eventually the sales and marketing teams.

From 2008 until 2015, we built numerous programs to source, develop, and manage risks for those same impacts across 40+ global supply chain partners. This led to certifications and policies for Global Organic Textiles Standards (GOTS) where we transitioned from synthetic and conventional materials to natural fibers, bluesign chemical management to eliminate the use of AZO dyes, nano chemistry and highly allergenic inputs and Fair Trade USA Certification for social and environmental impact oversight.

Beyond textiles, we also enacted a program called the “Roll Pack” Program, which removed plastic poly bags from our individually wrapped garments using a roll-pack method. This eventually led to the success of removing, collecting and recycling every polyester bag that made it to the prAna retail stores. As of 2018, it diverted a total of 3.6 million poly bags from landfill.

As of 2020, our work has focused on product traceability and transparency around social and environmental impact. Measuring and reporting on GHG’s with Change Climate, Factory Audits, Transaction certificates, Scope certificates, and product claims have been the primary focus to connect all the impacts of a supply chain.

The following producers are currently affiliated with the California Textile Alliance: Lezat, Threadspun, Atacama, Bette, The Lomas Brand, Fayettechill, All Species.

CTA has not done business with any businesses or organizations since our formation in December 2025.

CTA will effectively implement the requirements of the law through the following steps:

- **Technology systems** for tracking, reporting, compliance
- **Auditing and verification** of producer data
- **Marketing and education** to drive consumer participation
- **Collection infrastructure** (drop-off sites, partnerships, logistics)
- **Contingency reserves** for market fluctuations in recycling commodity prices
- **Insurance and liability** coverage
- **Research and development** for new recycling technologies

CTA's experience with third-party accreditation within the health service industry, as well as third-party factory auditing with the FLA give us an understanding of reviewing, monitoring and developing corrective action plans (CAP) to implement the law. Our experiences span in-person work both domestically, in the state of California, and internationally across Australia, Asia and Africa, respectively.

CTA's approach to partnerships is through learning, training, and a broad ownership of sustainable values with a focus on collaborative and incremental improvements. When there is a need for a CAP to be established, we work together on SMART goals that deliver results without confusing, or intimidating, our Producer partners. With this approach, we have formed relationships over the years that have led to a supportive dialogue to reach mutually beneficial outcomes, innovative product solutions that keep the industry moving forward and inspiring community improvements that show how Producer engagement, reaching deeply to the employee level, can inspire investments into local early childhood education in developing communities, like the prAna Fair Trade T-Shirt program in Liberia.

Financial Information

PRC section 42984.4(a)(2)(B) requires the PRO to demonstrate that it has adequate financial responsibility and financial controls in place to ensure proper management of funds. Responses to the following questions will assist CalRecycle's evaluation of these requirements.

1. Describe the types of audits conducted and their associated audit schedule.

As a newly formed Producer Responsibility Organization established to implement a textile stewardship program pursuant to **SB 707**, the PRO has designed its audit framework to scale with program maturity while ensuring early-stage financial integrity and regulatory compliance.

- **Annual Independent Financial Audit**
Beginning with the first full fiscal year of operations, the PRO will retain an

independent California-licensed Certified Public Accountant (CPA) to conduct an annual financial audit in accordance with **Generally Accepted Auditing Standards (GAAS)**. The audit will assess financial statements, internal controls, reserve balances, and compliance with SB 707 requirements.

- **Initial Formation-Year Review**

During the initial operational year, the PRO will conduct a CPA-led financial review or agreed-upon procedures engagement to validate accounting practices, fee collection processes, and reserve fund establishment.

- **Board-Level Financial Reviews**

Financial statements, budget-to-actual reports, and cash flow projections will be reviewed **quarterly** by the Board of Directors or a designated Finance Committee.

- **Regulatory and Special Audits**

The PRO will cooperate fully with any CalRecycle-requested audits, reviews, or financial verifications required under SB 707 or implementing regulations.

2. Describe what fraud prevention measures the organization has implemented.

The PRO has established fraud prevention measures appropriate for a newly formed, fee-funded textile stewardship organization, including:

- **Segregation of Duties**

No single individual will control authorization, payment processing, and financial recordkeeping.

- **Dual Authorization Thresholds**

All disbursements, producer payments, contracts, and reimbursements exceeding Board-approved thresholds require two authorized approvals.

- **Producer Fee Controls**

Producer responsibility fees are invoiced, collected, tracked, and reconciled using standardized procedures to ensure funds are used solely for SB 707 program purposes.

- **Board Oversight and Fiduciary Responsibility**

The Board of Directors retains fiduciary oversight, including approval of budgets, reserve policies, and material financial commitments.

- **Conflict of Interest and Whistleblower Policies**

The PRO maintains formal Conflict of Interest and Whistleblower policies applicable to Board members, officers, staff, and contractors.

- **Secure Financial Systems**

Accounting systems include role-based permissions, audit trails, and secure data access controls.

3. Pursuant to PRC section 42984.10(b)(4), the PRO shall maintain reserve funds sufficient to operate the plan for no less than six months. How will the organization meet this requirement? What policies regarding reserve funding will the organization implement?

The PRO will comply with **PRC § 42984.10(b)(4)** by maintaining reserve funds sufficient to operate the textile stewardship plan for no less than six (6) months.

- **Initial Capitalization**

During program launch, the PRO will incorporate reserve funding into its producer fee structure to ensure reserves are established concurrently with operations.

- **Target Reserve Level**

The reserve target will equal a minimum of six months of projected operating expenses, including administration, compliance, reporting, education, collection, reuse, recycling, and oversight activities required under SB 707.

- **Board-Adopted Reserve Policy**

A formal Reserve Policy (see Attachment 1) governs reserve targets, permitted uses, replenishment, and oversight.

- **Ongoing Monitoring**

Reserve balances will be reviewed quarterly and reported annually to CalRecycle as part of required plan reporting.

4. Explain any other ways your organization demonstrates that it has adequate financial responsibility and financial controls in place to ensure proper management of funds. For example:

- Financial policies and procedures that outline guidelines for financial management, including budgeting, spending, procurement, and reporting, ensuring consistency and transparency in financial operations.
- Qualified and trained staff who possess the necessary skills and knowledge to handle financial matters effectively.
- Proper oversight of financial matters through regular review of financial reports and approval of budgets and expenses, ensuring the PRO's financial sustainability.
- Internal financial controls, such as segregation of duties, multiple approvals for financial transactions, and regular audits or reconciliations, to prevent fraud, errors, and ensure accuracy and integrity of financial data.

As a newly formed SB 707 PRO, the organization demonstrates adequate financial responsibility through:

- **Formal Financial Policies and Procedures** governing budgeting, procurement, fee management, and reporting.
- **Qualified Financial Administration**, supported by external CPAs and nonprofit compliance professionals.
- **Board-Approved Annual Budgets** aligned with the approved Textile Stewardship Plan.
- **Internal Financial Controls**, including segregation of duties, reconciliations, documentation retention, and periodic control reviews.

Supporting Documentation

CalRecycle requests the following application attachments:

- IRS Form 990 (if available).
- IRS 501(c)(3) determination or affirmation letter (if available).
- Organization's Articles of Incorporation of a nonprofit.
- Organization's bylaws.
- Organization's organization chart.
- Copies of most recent audits (if available).

Attachments

- IRS 501(c)(3) determination or affirmation letter (if available).
- Organization's Articles of Incorporation of a nonprofit.
- Organization's bylaws.
- Organization's organization chart.
- Letters of Endorsement from the following: California Product Stewardship Council, ColorSorts, Founder of prAna, Bette, prAna and Vuori team members
- Governing Board Process

CIRCULAR TEXTILE ALLIANCE

Board Resolution Regarding Pending IRS 501(c)(3) Determination

Resolution No. 2026-01

Adopted on: __01/09/2026_____

WHEREAS, Circular Textile Alliance (“CTA”) is a California nonprofit public benefit corporation duly organized and existing under the laws of the State of California;

WHEREAS, CTA was formed to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including environmental protection activities related to textile reuse, recycling, and waste reduction;

WHEREAS, CTA has filed an application with the Internal Revenue Service seeking recognition of exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and such application is currently pending review by the IRS;

WHEREAS, CTA is operating in good faith as a nonprofit charitable organization and is conducting its activities in a manner consistent with the requirements applicable to organizations described in Section 501(c)(3), including restrictions on private inurement, private benefit, and political activity;

WHEREAS, CTA intends to operate as a nonprofit Producer Responsibility Organization in connection with California’s textile extended producer responsibility framework (SB 707) and is required to demonstrate nonprofit status or pending tax-exempt recognition to regulatory agencies, including CalRecycle;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Circular Textile Alliance hereby affirms that the organization has formally applied for recognition of exemption under Section 501(c)(3) of the Internal Revenue Code and that such determination is pending;

RESOLVED FURTHER, that CTA shall continue to operate exclusively for charitable and educational purposes and shall comply with all applicable federal and state laws governing nonprofit organizations during the pendency of the IRS determination;

RESOLVED FURTHER, that upon receipt of the IRS determination letter recognizing CTA as a tax-exempt organization under Section 501(c)(3), CTA shall promptly provide a copy of such determination to CalRecycle and any other requesting governmental or regulatory body;

RESOLVED FURTHER, that the officers of CTA are authorized and directed to execute and submit this resolution, together with supporting organizational documents, as evidence of

CTA's nonprofit status and good-faith compliance while its IRS application remains under review.

CERTIFICATION

I, the undersigned, certify that the foregoing resolution was duly adopted by the Board of Directors of Circular Textile Alliance and that it remains in full force and effect as of the date set forth below.

Name: Richard Cepeda

Title: Secretary (or Vice Chair/
Secretary)

Date: 01/09/2026

Articles of Incorporation (California Nonprofit Public Benefit Corporation)

Section 1. Name and Purpose

ARTICLE I — Name

The name of this corporation is **Circular Textile Alliance**.

ARTICLE II — Corporate Status

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

ARTICLE III — Purpose Statement

This corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The specific purpose of this corporation is to support the implementation, compliance, and advancement of **California Senate Bill 707 (Textile Producer Responsibility)** by promoting circularity, waste reduction, and responsible end-of-life management of textile products.

In furtherance of these purposes, the corporation may:

- Provide education, outreach, and technical assistance to producers, brands, retailers, and other stakeholders regarding SB 707 requirements and sustainable textile management practices;
- Support and develop systems for textile collection, sorting, repair, reuse, and fiber-to-fiber recycling throughout California;
- Conduct or support research and innovation related to sustainable materials, recycling technologies, environmental impacts, and supply-chain traceability;
- Facilitate collaboration among producers, recyclers, municipalities, and community organizations to build a coordinated statewide circular textile ecosystem;
- Promote consumer awareness and participation in responsible textile disposal and recycling.

No part of the net earnings of the corporation shall inure to the benefit of any private individual. No substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign.

ARTICLE IV — Initial Agent for Service of Process

Name: NORTHWEST REGISTERED AGENT, INC.

Address: 522 W. Riverside Ave. Suite N

City, State, ZIP: Spokane, WA 99201

ARTICLE V — Dedication of Assets

The assets of this corporation are irrevocably dedicated to charitable purposes. In the event of dissolution, the assets of the corporation shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes.

Section 2. Bylaws

ARTICLE I — Offices

The principal office shall be in California. The Board may establish additional offices.

ARTICLE II — Nonprofit Purpose

Circular Textile Alliance operates solely for charitable, educational, and scientific purposes in alignment with California SB 707.

ARTICLE III — Board of Directors

- **Authority** — The Board shall govern the corporation.
- **Number** — The corporation shall have **three (3)** directors.
- **Election & Term** — Directors serve **two-year terms** and may be reelected.
- **Duties** — Directors shall set policy, oversee finances, and ensure mission alignment.
- **Meetings** — The Board shall meet at least quarterly.
- **Quorum** — A majority of directors constitutes a quorum.
- **Compensation** — Directors serve without compensation.

ARTICLE IV — Officers

The officers of the corporation shall be:

- President
- Secretary
- Treasurer

Officers shall be appointed by the Board and serve one-year renewable terms.

ARTICLE V — Committees

The Board may create committees as needed, including advisory committees for recycling infrastructure, SB 707 technical support, and data compliance.

ARTICLE VI — Financial Administration

Fiscal year ends on **December 31**. The Treasurer shall oversee all accounting.

ARTICLE VII — Conflict of Interest

The corporation shall maintain a separate **Conflict of Interest Policy**. All directors and officers must sign it annually.

ARTICLE VIII — Amendments

These bylaws may be amended by majority vote of the Board.

Section 3. Conflict of Interest Policy (Attachment)

All directors, officers, and committee members must disclose financial or personal interests that could influence decision-making. Individuals with conflicts must recuse themselves from related votes.

The corporation shall maintain compliance with IRS 501(c)(3) conflict-of-interest standards.

Section 4. SB 707 Compliance Programs (Program Descriptions)

A. Producer Education & Support Program

- Help brands understand SB 707 producer responsibility requirements.

- Provide templates, checklists, and compliance toolkits.

B. Textile Collection & Recycling Infrastructure Program

- Build partnerships with recyclers, municipalities, thrift organizations, and waste haulers.
- Develop community drop-off networks and sorting protocols.

C. Data & Reporting Support Program

- Assist producers in meeting SB 707 reporting, auditing, and tracking standards.
- Aggregate and analyze industry-wide data to support transparency.

D. Research & Development Program

- Support innovation in fiber-to-fiber recycling technologies.
- Conduct lifecycle assessments, circularity studies, and material traceability research.

E. Public Awareness & Community Engagement Program

- Educate consumers about textile waste reduction and recycling.
- Develop outreach campaigns, workshops, and educational content.

Section 5. Mission & Vision

Statements Mission Statement

To advance California's transition to a circular textile economy by supporting sustainable material recovery, SB 707 compliance, and responsible end-of-life solutions for textile products.

Vision Statement

A California where textiles are reused, recycled, and regenerated — eliminating waste, reducing environmental impact, and strengthening a responsible, transparent, and circular apparel ecosystem.

BYLAWS OF CIRCULAR TEXTILE ALLIANCE

a Not-For-Profit Corporation

ARTICLE I

Company Formation

- 1.01. **FORMATION.** This Corporation is formed pursuant to the laws of the state of incorporation, as stated in the Articles of Incorporation for the Corporation.
- 1.02. **CORPORATE CHARTER COMPLIANCE.** The Board of Directors (the “Board”) acknowledges and agrees that they caused the Articles of Incorporation to be filed with the respective state office and all filing fees have been paid and satisfied.
- 1.03. **REGISTERED OFFICE & REGISTERED AGENT.** The registered office of the corporation shall be located within the state of incorporation and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Board is obligated to maintain and update the corporate records on file with the Corporation’s registered agent.
- 1.04. **OTHER OFFICES.** The Corporation may have other offices, either within or outside of its state of incorporation, as selected by the Board.
- 1.05. **CORPORATE SEAL.** The Board may adopt a corporate seal with the form and inscription of their choosing, however, the adoption and use of a corporate seal is not required.
- 1.06. **PURPOSE.** Consistent with the Articles of Incorporation, and until such time that the Articles of Incorporation have been amended, this Corporation is formed to engage in any lawful public tax-exempt not-for-profit business purpose.
- 1.07. **ADOPTION OF BYLAWS.** These corporate Bylaws have been adopted by the Board on behalf of the Corporation.

ARTICLE 2

Board of Directors

- 2.01. **INITIAL MEETING OF THE BOARD.** The Board has conducted and completed the initial meeting necessary to begin the business operations of the Corporation, including the adoption of these Bylaws. At the initial meeting of the Board, the initial directors were appointed to their respective staggered terms, and at least one director was appointed to an abbreviated term set to expire upon occurrence of the first annual meeting of the Board whereby that director can either be re-elected or replaced by the Board pursuant to these Bylaws.

- 2.02. **POWERS AND NUMBERS.** The management of all the Corporation's affairs, property, and interests shall be managed by or under the direction of the Board. Directors need not be members of the Corporation or residents of the state of incorporation to qualify and serve the Corporation as a director.

Until these Bylaws are amended, the Board consists of three (3) directors who are elected for the term of three (3) years, and will hold office until their successors are duly elected and qualified at the following annual meeting of the Board. One of the initial directors shall serve an initial term of one (1) year, the second initial director shall serve an initial term of two (2) years, and the third initial director shall serve an initial term of the full three (3) years. Successor directors will be elected each year to replace or re-elect the incumbent director.

- 2.03. **DIRECTOR LIABILITY.** Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation.

Directors who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

- 2.04. **CLASSES OF DIRECTORS.** Until such time as these Bylaws are accordingly amended, the Corporation does not have classes of directors.

- 2.05. **CHANGE OF NUMBER.** The Board may increase or decrease the number of directors at any time by amendment of these Bylaws, pursuant to the process outlined in Article 8 of these Bylaws. A decrease in number does not have the effect of shortening the term of any incumbent director. If the established number of directors is decreased, the directors shall hold their positions until the next meeting of the Board occurs and new directors are elected and qualified.

The Corporation must have at least three (3) directors.

- 2.06. **ELECTION OF DIRECTORS.** Directors are to be voted on and elected at each annual meeting of the Board, unless a special meeting is expressly called to remove a director or fill a vacancy. If a director is elected, but is not yet qualified to hold office, then the previous director shall holdover until such time that the newly elected director is so qualified.

- 2.07. **REMOVAL OF DIRECTORS.** At any meeting of the Board called expressly for that purpose, any director, including the entire Board, may be removed by an affirmative majority vote by the current Board. If the Board votes to remove the entire Board, then the President, Treasurer, and Secretary will serve as the interim Board until directors are duly elected to the Board pursuant to these Bylaws. If the Corporation has members, then the members must promptly have a special meeting to elect directors to the Board. As soon as practical, the members or the interim Board must meet to elect directors via the process described in Section 2.02 of these Bylaws.

- 2.08. **VACANCIES.** All vacancies in the Board may be filled by the affirmative vote of a majority of the remaining directors, *provided* that any such director who fills a vacancy is qualified to be a

director and shall only hold the office for the term specified in Section 2.02 of these Bylaws and until a new director is duly elected by the Board or members. Any vacancy to be filled due to an increase in the number of directors may be filled by the Board for a term lasting until the next annual election of directors by the Board at the annual meeting or a special meeting called for the purpose of electing directors. Any director elected to fill a vacancy which results from the removal of a director shall serve the remainder of the term of the removed director and until a successor is elected by the Board and qualified.

Any individual who fills a vacancy on the Board shall not be considered unqualified or disqualified solely by virtue of being an interim director.

- 2.09. **REGULAR MEETINGS.** The meetings of the Board or any committee may be held at the Corporation's principal office or at any other place designated by the Board or its committee, including by means of remote communication.
- 2.10. **SPECIAL MEETINGS.** Special meetings of the Board may be held at any place and at any time and may be called by the President, Vice President, Secretary, or Treasurer, or any director. Any special meeting of the Board must be preceded by at least forty-eight (48) hours' notice of the date, time, place, and purpose of the meeting, unless these Bylaws require otherwise.
- 2.11. **ACTION BY DIRECTORS WITHOUT A MEETING.** Any action which may be taken at a meeting of the Board (or its committee) may be taken without a meeting, *provided* all directors (or committee members) unanimously agree, and such unanimous consent is included in the minutes of the proceeding, filed with the corporate books/records, and sets forth the action taken by the Board.
- 2.12. **NOTICE OF MEETINGS.** Regular meetings of the Board must be held with reasonable notice of the date, time, place, or purpose of the meeting. Notice may be given personally, by email, by facsimile, by mail, or in any other lawful manner, so long as the method for notice comports with Article 6 of these Bylaws. Oral notification is sufficient only if accompanied by a written record of the notice in the corporate books/records. Notice is effective at the earliest of:
 - a. Receipt;
 - b. Delivery to the proper address or telephone number of the director(s) as shown in the Corporation's records; or
 - c. Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid.
- 2.13. **QUORUM.** A simple majority of the current directors present prior to the start of a meeting constitutes a quorum, and a quorum is necessary at all meetings creating an action to transact business on behalf of the Corporation.
- 2.14. **MANNER OF ACTING.** Subject to the laws of the state of incorporation, as may be amended from time to time, the act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board unless the Articles of

Incorporation require a greater percentage.

- 2.15. **WAIVER OF NOTICE.** A director waives the notice requirement if that director attends or participates in the meeting, *unless* a director attends the meeting for the express purpose of promptly objecting to the transaction of any business because the meeting was not lawfully called or convened. A director may waive notice by a signed writing, delivered to the Corporation for inclusion in the minutes, before or after the meeting.
- 2.16. **REGISTERING DISSENT.** A director who is present at a meeting at which an action on a corporate matter is taken is presumed to have assented to such action, unless the director expressly dissents to the action. A valid dissent must be entered in the meeting's minutes, filed with the meeting's acting Secretary before its adjournment, or forwarded by registered mail to the Corporation's Secretary within twenty-four (24) hours after the meeting's adjournment. These options for dissent do not apply to a director who voted in favor of the action or failed to express such dissent at the meeting.
- 2.17. **EXECUTIVE AND OTHER COMMITTEES.** The Board may create committees to delegate certain powers to act on behalf of the Board, *provided* the Board passes a resolution indicating such creation or delegation. The Board may delegate to a committee the power to appoint directors to fill vacancies on the Board. All committees must record regular minutes of their meetings and keep the minute book at the corporation's office. The creation or appointment of a committee does not relieve the Board or individual directors from their standard of care described in Section 2.03 of these Bylaws.
- 2.18. **REMUNERATION.** The Board may adopt a resolution which results in directors being paid a reasonable compensation for their services rendered as directors of the Corporation, *provided* the compensation is less than the operating costs of the Corporation. Directors may also be paid a fixed sum and expenses, if any, for attendance at each regular or special meeting of such Board. Nothing contained in these Bylaws precludes a director from receiving compensation for serving the Corporation in any other capacity, including any services rendered as an officer, employee, or third party service provider. If the Board accordingly passes a resolution related to committees of the Board, then committee members may be allowed like compensation for attending committee meetings. At any time, a resolution of the Board that grants compensation to a director may be challenged by another director, provided the challenging director requests a special Board meeting specifically addressing the resolution related to director compensation.
- Any director who votes for a resolution related to director compensation may be held liable under Section 2.03 of these Bylaws if the resolved director compensation is unreasonably excessive, violates any section of Article 2 of these Bylaws, or unreasonably jeopardizes the nonprofit or tax-exempt status of the Corporation.
- 2.19. **LOANS.** No loans may be made by the Corporation to any director.
- 2.20. **INDEMNIFICATION.** Provided the director complies with the standard of care described in Section 2.03 of these Bylaws, the Corporation shall indemnify any director made a party to a

proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Corporation, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Corporation and serving in good faith on its behalf.

- 2.21. **ACTION OF DIRECTORS BY COMMUNICATIONS EQUIPMENT.** Any action which may be taken at a meeting of the Board, or a committee, may be taken by means of a telephone or video conference or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. A director participating in a meeting by remote means is deemed to be present in person at the meeting.

ARTICLE 3

Members

- 3.01. **MEMBERSHIP.** Until such time that the Corporation's Articles of Incorporation or these Bylaws are amended, the Corporation has no members.

ARTICLE 4

Officers

- 4.01. **DESIGNATIONS.** The Corporation shall have a President, a Secretary, and a Treasurer, who will be elected by the Board. The Corporation may also have one or more Vice-Presidents (one shall serve as Executive Vice-President) and Assistant Secretaries and Assistant Treasurers as the Board may designate. Per these Bylaws, an elected officer will hold office for one (1) year or until a successor is elected and qualified. The same person may hold any two or more offices concurrently, with exception to the offices of President, Vice-President (if any), and Secretary which shall be held by separate individuals.
- 4.02. **REMOVAL AND RESIGNATION OF OFFICERS.** Any officer or agent may be removed by the Board at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any of the person so removed. Appointment of an officer or agent does not, by itself, create contract rights.

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

- 4.03. **THE PRESIDENT.** The President shall have general supervision of the Corporation's daily affairs and perform all other duties as are incident to the office or are properly required by a resolution passed by the Board.

4.04. **VICE PRESIDENT.** During the absence or disability of the President, the Executive Vice-President (if any) may exercise all functions of the President. Each Vice-President shall have such powers and fulfill such duties as may be assigned by a resolution of the Board.

4.05. **SECRETARY AND ASSISTANT SECRETARIES.** The Secretary must:

- a. Issue notices for all meetings and actions of the Board;
- b. Accept all requests for special meetings of the Board;
- c. Accept all notices of proxy appointments and revocations;
- d. Keep the minutes of all meetings;
- e. Accept delivery of any dissent announced at any meeting of the Board;
- f. Have charge of the corporate seal and books; and
- g. Make reports and perform duties as are incident to the office, or are properly required of him or her by the Board.

The Assistant Secretary, or Assistant Secretaries (in the order designated by the Board), shall perform all of the duties of the Secretary during the absence or disability of the Secretary, and at other times perform such duties as are directed by the Secretary, the President, or the Board.

4.06. **THE TREASURER.** The Treasurer shall:

- a. Have custody of all the Corporation's monies and securities and keep regular books of account;
- h. Disburse the Corporation's funds in payment of the just demands against the Corporation or as may be ordered by the Board, taking proper vouchers for such disbursements; and
- i. Provide the Board with an account of all his or her transactions as Treasurer and of the financial conditions of the office properly required of him or her by the Board.

The Assistant Treasurer, or Assistant Treasurers (in the order designated by the Board), shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times perform such duties as are directed by the Treasurer, the President, or the Board.

In the event of the absence or disability of the President and Vice President, then the Treasurer shall perform such duties of the President.

4.07. **DELEGATION.** In the absence or inability to act of any officer and of any person authorized to act in their place, the Board may delegate the officer's powers or duties to any other officer, director, or other person, subject to Section 4.01 of these Bylaws. Vacancies in any office arising from any cause may be filled by the Board, subject to Section 4.01 of these Bylaws, at any regular or special board meeting.

4.08. **OTHER OFFICERS.** The Board may appoint other officers and agents as they deem necessary or expedient. The term, powers, and duties of such officers will be determined by the Board and described in the resolution authorizing the appointment or designation.

4.09. **LIABILITY.** Each officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If an officer acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation.

Officers who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

4.10. **LOANS.** No loans may be made by the Corporation to any officer.

4.11. **BONDS.** The Board may resolve to require any officer to give bonds to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of the duties of their offices and compliance with other conditions as required by the Board.

4.12. **SALARIES.** Officers' salaries will be fixed from time to time by the Board. Officers are not prevented from receiving a salary by reason of the fact that he or she is also a director of the Corporation.

4.13. **INDEMNIFICATION.** Officers shall be indemnified by the Corporation, so long as the officer acted in a manner substantially similar to and consistent with the standard of care required for directors, as described in Section 4.09 of these Bylaws. Any officer indemnification shall be limited to proceedings that are directly related to or have arisen out of the officer's acts on behalf of the Corporation.

ARTICLE 5

Books and Records

5.01. **MEETING MINUTES.** As required by these Bylaws, the Corporation must keep a complete and accurate accounting and minutes of the proceedings of the Board within the corporate books/records.

5.02. **RETENTION OF RECORDS.** The Corporation shall keep as permanent records all meeting minutes of the Board, all actions taken without a meeting by the Board, all actions taken by committee on behalf of the Board, and all waivers of notices of meetings.

5.03. **ACCOUNTING RECORDS.** The Corporation shall maintain appropriate accounting records.

5.04. **LEGIBILITY OF RECORDS.** Any books, records, and minutes may be in any form capable of being converted into written form within a reasonable time upon request.

5.05. **RIGHT TO INSPECT.** Any director or director representative has the right, upon written request delivered to the Corporation, to inspect and copy during usual business hours the following

documents of the Corporation:

- a. Articles of Incorporation;
- b. These Bylaws;
- c. Minutes of the Board proceedings;
- d. Annual statements of affairs; and
- e. The other documents held at the principal address pursuant to these Bylaws.

The Corporation acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall attach to the Secretary as part of the duties described in Section 4.05 of these Bylaws.

ARTICLE 6

Notices

- 6.01. **MAILING OF NOTICE.** Except as may otherwise be required by law, any notice to any officer or director may be delivered personally or by mail. If mailed, the notice will be deemed to have been delivered on the close of business of the fifth business day following the day when deposited in the United States mail with postage prepaid and addressed to the recipient's last known address in the records of the Corporation.
- 6.02. **E-NOTICE PERMITTED.** Any communications required by the Act, these Bylaws, or any other laws may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Corporation at the time of notice.
- 6.03. **DUTY TO NOTIFY.** All directors, officers, employees, and representatives of the Corporation are required to notify the Corporation of any changes to the individual's contact information. Pursuant to the obligations under this Section of these Bylaws, the individual must notify the Corporation that electronic transmissions of notice are impracticable, impossible, frustrated, or otherwise improper and ineffective.

ARTICLE 7

Special Corporate Acts

- 7.01. **EXECUTION OF WRITTEN INSTRUMENTS.** All contracts, deeds, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any assets of the Corporation must be executed by the President to bind the Corporation. If the President is incapacitated or otherwise unavailable, then the designated Vice-President may execute the respective documents to bind the Corporation. This Section does not apply to any checks, money orders, notes, or other financial instruments for direct payment of corporate funds which are subject to Section 7.02 of these Bylaws.
- 7.02. **SIGNING OF CHECKS OR NOTES.** All authorizations to distribute, pay, or immediately draw upon

the financial resources of the Corporation must be signed by the Treasurer, including any expense reimbursement or compensation payments to directors, officers, employees, representatives, service providers, or contractors of the Company. If the Treasurer is incapacitated or otherwise unavailable, then the President may execute the respective documents to bind the Corporation.

- 7.03. **SPECIAL SIGNING POWERS.** If the President holds an interest which exists outside of the capacity of being President, then any agreement involving such interest must be signed by a separate individual officer to duly bind the Corporation to such an agreement or instrument.
- 7.04. **MERGERS.** Following the approval by the Board, in order for any consolidation or merger to be effective, it must follow the process set out under the laws of the state of incorporation. Any merger which would result in the loss of the Corporation's not-for-profit or tax-exempt status is not permitted under these Bylaws.
- 7.05. **CONVERSIONS.** Following the approval by the Board, in order for any conversion of the Corporation to another organizational structure to be effective, it must follow the processes set out under the laws of the state of incorporation. Any conversion which would result in the loss of the Corporation's not-for-profit or tax-exempt status is not permitted under these Bylaws.
- 7.06. **DISSOLUTION.** Following the approval by the Board, in order for the Corporation to be dissolved, it must follow the process set out under the laws of the state of incorporation.
- 7.07. **DISTRIBUTION OF ASSETS.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, as said court shall determine.

ARTICLE 8

Amendments

- 8.01. **BY DIRECTORS.** The Board has the power to make, alter, amend, and repeal the Corporation's Bylaws. Any alteration, amendment, or repeal of the Bylaws, shall be effective following a majority vote of the Board.
- 8.02. **EMERGENCY BYLAWS.** The Board may adopt emergency Bylaws which operate during any emergency in the Corporation's conduct of business resulting from an attack on the United States, a nuclear or atomic disaster, or another force majeure incident.
- 8.03. **COMPLIANCE WITH STATE LAW.** Any amendment to the Corporation's Articles of Incorporation or these Bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions in which the Corporation operates or conducts business.

These Bylaws are adopted by resolution of the Corporation's Board of Directors on this 15th day of December, 2025.

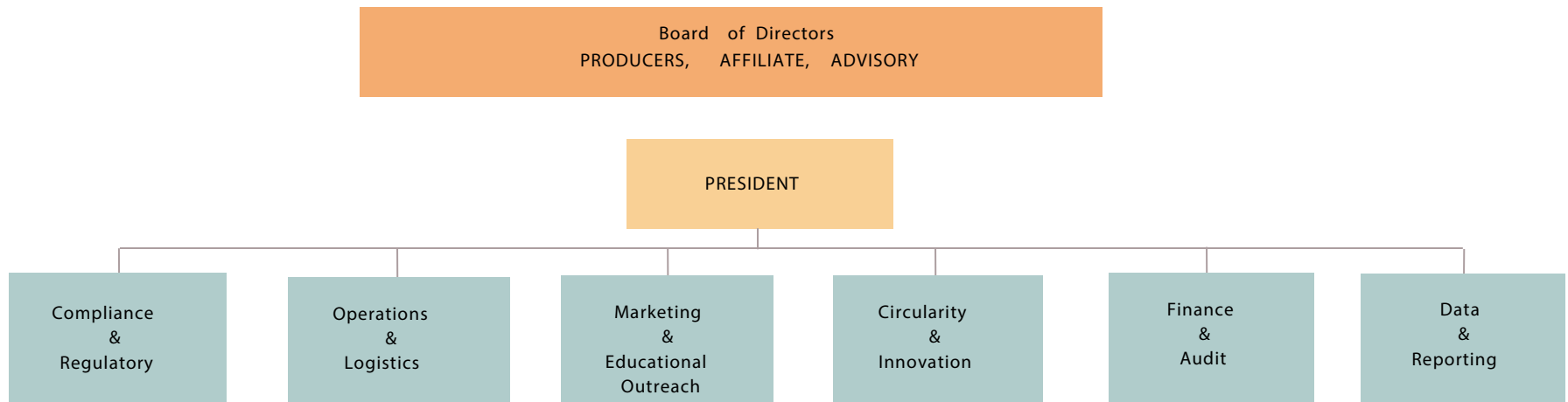
Kevin Ann Jordan
President

Alison Rojas Metcalfe
Treasurer

Richard Martin Cepeda
Secretary

CIRCULAR TEXTILE ALLIANCE

ORGANIZATIONAL CHART



Close the loop, open the possibilities.

December 2025

California Department of Resources Recycling and Recovery
1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

Bette is delighted to provide this letter of support for the Circular Textile Alliance (CTA) as they submit an Expression of Interest to serve as a producer responsibility organization (PRO) under the Responsible Textile Recovery Act of 2024, SB 707.

Bette is a small, California-based apparel brand that sells apparel into the California market and is therefore considered a producer under the Responsible Textile Recovery Act of 2024 (SB 707). As such, Bette anticipates participating in the program once implementation begins, in alignment with the law's framework, including participation through a state-approved Producer Responsibility Organization. Bette supports the intent of SB 707 to reduce textile waste and strengthen textile recovery infrastructure and will comply with all applicable requirements as they come into effect. This work positions Bette to identify PRO applicants that demonstrate meaningful engagement with the realities of collection, sorting, repair, reuse, and recovery in California.

In December 2025, Bette connected with CTA. During this introductory conversation, CTA expressed interest in learning more about how Bette and the producers / sectors that are represented anticipate engaging with the new legislation, including how they are planning to implement recovery fees. Their approach is collaborative and deliberate in working with businesses of all sizes.

CTA's team has experience in the apparel and athletic wear sector, including product development, circularity design, as well as certification and compliance processes. Their Fair-Trade Program at prAna and with U.S. manufacturers gives them familiarity with the operational and compliance needs that many producers may encounter under SB 707. Additionally, the team is clearly passionate about creating systems that support businesses of all sizes to operate successfully in California while complying with the Textile Recovery Act.

Bette has not reviewed CTA's full application, this letter of support reflects their good-faith effort to engage early, seek accurate information, and submit a competitive application.

We at Bette look forward to continued communication with CalRecycle and all applicants to support the development of a successful and equitable textile stewardship program for California

Sincerely,

Laurie Pani
Owner | Bette , www.shopbette.com

December 2025

California Department of Resources Recycling and Recovery

1001 | St, Sacramento, CA 95814

Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

ColorSorts is delighted to provide this letter of support for the Circular Textile Alliance (CTA) as they submit an Expression of Interest to serve as a producer responsibility organization (PRO) under the Responsible Textile Recovery Act of 2024, SB 707.

ColorSorts is a B2B Textile platform that develops and produces everyday clothing from recycled materials using industrial waste for American clothing brands.

This work positions ColorSorts to identify PRO applicants that demonstrate meaningful engagement with the realities of collection, sorting, repair, reuse, and recovery in California. In December 2025, ColorSorts connected with CTA. During this introductory conversation, CTA expressed interest in learning more about how ColorSorts and the producers / sectors that are represented anticipate engaging with the new legislation, including how they are planning to implement recovery fees. Their approach is collaborative and deliberate in working with businesses of all sizes.

CTA's team has experience in the apparel and athletic wear sector, including product development, circularity design, as well as certification and compliance processes. Their Fair-Trade Program at prAna and with U.S. manufacturers gives them familiarity with the operational and compliance needs that many producers may encounter under SB 707. Additionally, the team is clearly passionate about creating systems that support businesses of all sizes to operate successfully in California while complying with the Textile Recovery Act. ColorSorts has not reviewed CTA's full application, this letter of support reflects their good-faith effort to engage early, seek accurate information, and submit a competitive application. ColorSorts looks forward to continued communication with CalRecycle and all applicants to support the development of a successful and equitable textile stewardship program for California

Sincerely,

Baber Iftikhar

Founder

ColorSorts, 114 Troutman Street , Suite 109, Brooklyn, NY 11206

www.colorsorts.com

Instagram: [color_sorts](https://www.instagram.com/color_sorts)

December 30, 2025

California Department of Resources Recycling and Recovery
1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

I, Kellie Shay Hinze, am delighted to provide this letter of support for the Circular Textile Alliance (CTA) as they submit an Expression of Interest to serve as a producer responsibility organization (PRO) under the Responsible Textile Recovery Act of 2024, SB 707. I served as a Councilmember for the City of Encinitas from 2019-2024. During that time, we maintained an award-winning Climate Action Plan due to our vision that local action creates global change. SB 707 operates on that same guiding principle and if applied properly, California will be a leader for other states to emulate in better managing textile circularity. Prior to my time serving in local government, I led a non-profit focused on supporting locally-owned small businesses for over a decade. Both of these experiences instilled the need to identify community members who took part in tangible solutions to complex problems and that is why I believe CTA is well-positioned to meaningfully engage with the realities of collection, sorting, repair, reuse, and recovery in California.

In December 2025, I connected with the individuals building CTA. During this introductory conversation, CTA expressed interest in learning more about how local decision-makers and the small business community anticipate engaging with the new legislation, including how they are planning to implement recovery fees. Their approach is collaborative and deliberate in working with businesses of all sizes. CTA's experienced team's background in the apparel and athletic wear sector, including product development, circularity design, as well as certification and compliance processes makes them an ideal candidate for the PRO. CTA's Fair-Trade Program at prAna and with other U.S. manufacturers gives them familiarity with the operational and compliance needs that many producers may encounter under SB 707. Additionally, the team is clearly passionate about creating systems that support businesses to operate successfully in California while complying with the Textile Recovery Act.

I have not reviewed CTA's full application, this letter of support reflects their good-faith effort to engage early, seek accurate information, and submit a competitive application. I look forward to continued communication with CTA, CalRecycle, and all applicants to support the development of a successful and equitable textile stewardship program for California

Sincerely,

Kellie Shay Hinze
Encinitas City Councilmember 2019-2024

December 2025

California Department of Resources Recycling and Recovery
1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

Kharma Clothing, LLC is delighted to provide this letter of support for the Circular Textile Alliance (CTA) as they submit an Expression of Interest to serve as a producer responsibility organization (PRO) under the Responsible Textile Recovery Act of 2024, SB 707.

Kharma Clothing, LLC is a California apparel manufacturer that is directly impacted by SB707. This work positions Kharma Clothing, LLC to identify PRO applicants that demonstrate meaningful engagement with the realities of collection, sorting, repair, reuse, and recovery in California.

In December 2025, Kharma Clothing, LLC connected with CTA. During this introductory conversation, CTA expressed interest in learning more about how Kharma Clothing, LLC and the producers / sectors that are represented anticipate engaging with the new legislation, including how they are planning to implement recovery fees. Their approach is collaborative and deliberate in working with businesses of all sizes.

CTA's team has experience in the apparel and athletic wear sector, including product development, circularity design, as well as certification and compliance processes. Their Fair-Trade Program at prAna and with U.S. manufacturers gives them familiarity with the operational and compliance needs that many producers may encounter under SB 707. Additionally, the team is clearly passionate about creating systems that support businesses of all sizes to operate successfully in California while complying with the Textile Recovery Act.

Kharma Clothing, LLC has not reviewed CTA's full application, this letter of support reflects their good-faith effort to engage early, seek accurate information, and submit a competitive application.

Kharma Clothing, LLC looks forward to continued communication with CalRecycle and all applicants to support the development of a successful and equitable textile stewardship program for California.

Sincerely,

Jaleh Factor
Kharma Clothing, LLC



December 30, 2025

California Department of Resources Recycling and Recovery
1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

Made in LA is providing this letter of support for the Circular Textile Alliance (CTA) as they submit an Expression of Interest to serve as a producer responsibility organization (PRO) under the Responsible Textile Recovery Act of 2024, SB707.

Representing the hundreds of fashion, apparel, and related textile manufacturers (producers as defined by SB707) in LA County, Made in LA has worked to make sure these local companies who are choosing to manufacturer in Los Angeles and California are able to remain competitive. Having policies that support sustainability as well as the viability of local production facilities is essential to a sustainable economy. Supporting local operations and understanding their unique needs positions Made in LA to identify PRO applicants that demonstrate meaningful engagement with the realities of collection, sorting, repair, reuse, and recovery in California.


In December 2025, Made in LA connected with CTA. During this introductory conversation, CTA expressed interest in learning more about how Made in LA and our producers anticipate engaging with the new legislation, including how they are planning to implement recovery fees. Their approach is collaborative and deliberate in working with businesses of all sizes.

CTA's team has experience in the apparel and athletic wear sector, including product development, circularity design, as well as certification and compliance processes. Their Fair-Trade Program at prAna and with U.S. manufacturers gives them familiarity with the operational and compliance needs that many producers may encounter under SB 707. Additionally, the team is clearly passionate about creating systems that support businesses of all sizes to operate successfully in California while complying with the Textile Recovery Act.

We have not reviewed CTA's full application, this letter of support reflects their good-faith effort to engage early, seek accurate information, and submit a competitive application. Made in LA

looks forward to continued communication with CalRecycle and all applicants to support the development of a successful and equitable textile stewardship program for California. Please reach out if you have any questions at john@madein.la.

Sincerely,

A handwritten signature in black ink that reads "John Bwarie". The signature is written in a cursive, slightly slanted style.

John Bwarie,
Executive Director

December 2025

California Department of Resources Recycling and Recovery
1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

I, Nikki Sakelliou, am writing to enthusiastically endorse Alison Metcalfe with the Circular Textile Alliance for her demonstrated leadership in sustainable business practices and her proven ability to build transformative programs from the ground up.

In 2010, prAna began the first Fair Trade USA program in apparel, a groundbreaking initiative at a time when Fair Trade was well established in coffee, tea, and chocolate, but virtually unknown in the fashion industry.

This innovation was inspired by Chid Liberty, a Liberian entrepreneur who grew up while his father served as a U.S. diplomat. After his family relocated to the United States during Liberia's civil unrest, Chid remained committed to the women in his community, many without job opportunities and raising children on their own. He set out to establish a Fair Trade-certified sewing factory to create dignified work and enable women to reinvest their earnings in their families and communities.

Alison and Nicole Bassett, Director of Sustainability at prAna, immediately recognized the opportunity to create meaningful employment in Liberia while bringing products to market that aligned with the company's values: prioritizing people and planet alongside profit.

Within weeks, Alison met with Chid and his business partner to draft factory standard operating procedures, connect a viable supply chain within Liberia, and personally oversee countless revisions to our first product which was a women's organic cotton graphic T-shirt.

In February of 2011, prAna launched the industry's first Fair Trade Certified t-shirt. It was my role as the marketing director to give it prominent placement in marketing campaigns, including valuable real estate in catalogs, homepage features, and social media. This required partnership and alignment across multiple organizational teams to educate both internal stakeholders and consumers on the value of the program and the impact of their purchases. The success of that first shirt generated earnings for the women at the Liberia Sewing Factory, who collectively chose to invest in a new hard-top schoolhouse for their community.

In the years that followed, Alison regularly visited overseas factories to champion the program and onboard new partners. By the time prAna was acquired by Columbia Sportswear, the Fair

Trade program had expanded to include dresses, denim, jackets, accessories, and the entire men's and women's T-shirt lines. The program continues to this day and helped pave the way for brands worldwide, including Patagonia, to establish similar initiatives.

I am confident that Alison has the experience, expertise, and industry relationships necessary to build a program of this scale and complexity in California. She has consistently demonstrated her commitment to sustainability not just in words, but through meaningful action. Her deep connections with brands and textile partners, combined with her track record of successful implementation, position her exceptionally well to advance the mission of the Circular Textile Alliance.

I give Alison my highest recommendation without reservation.

Sincerely,
Nikki Sakelliou

Previous positions as head of marketing prAna (2010-2014) and CMO Vuori (2015-2024)

January 2026

California Department of Resources Recycling and Recovery
1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

Thread Spun, LLC, and Atacama Apparel, LLC, are delighted to provide this letter of support for the Circular Textile Alliance (CTA) as they submit an Expression of Interest to serve as a producer responsibility organization (PRO) under the Responsible Textile Recovery Act of 2024, SB 707.

Our retail shops work closely with a variety of clothing and textile producers in California. This work positions Thread Spun and Atacama Apparel to identify PRO applicants that demonstrate meaningful engagement with the realities of collection, sorting, repair, reuse, and recovery in California.

In December 2025, Thread Spun and Atacama Apparel connected with CTA. During this introductory conversation, CTA expressed interest in learning more about how we and the producers / sectors that are represented anticipate engaging with the new legislation, including how they are planning to implement recovery fees. Their approach is collaborative and deliberate in working with businesses of all sizes.

CTA's team has experience in the apparel and athletic wear sector, including product development, circularity design, as well as certification and compliance processes. Their Fair-Trade Program at prAna and with U.S. manufacturers gives them familiarity with the operational and compliance needs that many producers may encounter under SB 707. Additionally, the team is clearly passionate about creating systems that support businesses of all sizes to operate successfully in California while complying with the Textile Recovery Act.

Thread Spun and Atacama Apparel have not reviewed CTA's full application; this letter of support reflects their good-faith effort to engage early, seek accurate information, and submit a competitive application.

Thread Spun and Atacama Apparel look forward to continued communication with CalRecycle and all applicants to support the development of a successful and equitable textile stewardship program for California.

Sincerely,
Heidi & Clarke Ledger, Owners/Operators, Thread Spun LLC & Atacama Apparel, LLC

December 2025

California Department of Resources Recycling and Recovery
1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the Responsible Textile Recovery Act

Dear CalRecycle Staff,

The TLB Enterprises, LLC is delighted to provide this letter of support for the Circular Textile Alliance (CTA) as they submit an Expression of Interest to serve as a producer responsibility organization (PRO) under the Responsible Textile Recovery Act of 2024, SB 707.

TLB Enterprises, LLC (DBA The Lomas Brand) is considered a producer, as we sell clothing in the state of California. This work positions TLB Enterprises, LLC to identify PRO applicants that demonstrate meaningful engagement with the realities of collection, sorting, repair, reuse, and recovery in California.

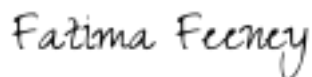
In December 2025, TLB Enterprises, LLC connected with CTA. During this introductory conversation, CTA expressed interest in learning more about how TLB Enterprises, LLC and the producers / sectors that are represented anticipate engaging with the new legislation, including how they are planning to implement recovery fees. Their approach is collaborative and deliberate in working with businesses of all sizes.

CTA's team has experience in the apparel and athletic wear sector, including product development, circularity design, as well as certification and compliance processes. Their Fair-Trade Program at prAna and with U.S. manufacturers gives them familiarity with the operational and compliance needs that many producers may encounter under SB 707. Additionally, the team is clearly passionate about creating systems that support businesses of all sizes to operate successfully in California while complying with the Textile Recovery Act.

TLB Enterprises, LLC has not reviewed CTA's full application, this letter of support reflects their good-faith effort to engage early, seek accurate information, and submit a competitive application.

TLB Enterprises, LLC looks forward to continued communication with CalRecycle and all applicants to support the development of a successful and equitable textile stewardship program for California.

Sincerely,



Fatima Feeney
COO
TLB Enterprises, LLC

December 2025

California Department of Resources Recycling and
Recovery 1001 I St, Sacramento, CA 95814
Sent via textiles@calrecycle.ca.gov

RE: Letter of Support for Circular Textile Alliance's PRO Application for the
Responsible Textile Recovery Act

Dear CalRecycle Staff,

I am writing this letter of endorsement for Alison Rojas Metcalfe who is working on behalf of the Circular Textile Alliance. Alison and I worked closely at prAna when we launched our Fair Trade USA program.

prAna launched the first of its kind Fair Trade USA program in 2010. Before then, Fair Trade was a household name with teas, coffee and chocolate. But it took a man by the name of Chid Liberty to bring this idea to prAna to consider adopting into apparel. Chid had grown up in Liberia while his dad was a US Diplomat. They moved to the US when there was civil unrest and he never forgot the community of women left behind. Many did not have job opportunities and were left raising children on their own. So he had an idea. He wanted to set them up with a sewing factory that was certified Fair Trade, knowing this program would facilitate a way for them to earn money that they could reinvest.

He first approached Patagonia, to which they replied with a no. At the time Patagonia didn't feel the timing aligned, nor was it a fit for their team. So, Chid reached out to prAna and met with Myself the founder and owner of prAna, Nicole Basset our sustainability consultant, and our in-house product development and design team leader Alison.

After that one meeting, I asked the team if we had the capacity to do this program. They said they did and I believed we had what it takes to launch this program from nothing.

Alison and our team all deeply resonated with the opportunity to support mothers with better job opportunities and we, as a brand, resonated with the values of Fair Trade USA which were sustainable business, conscious consumerism, and community responsibility. That had been our compass

since my husband Beaver and I founded the company.

In just a matter of months, Alison met with Chid and his business partner, and together drafted their factory SOP's, connected a supply chain that could operate within Liberia and had countless revisions to our first product, a single graphic t-shirt before bringing it to market.

In that first season, we designed one shirt for prAna. That single shirt sold enough units to pay the women at the Liberia Sewing Factory enough earnings to invest as they saw fit. They chose to invest into a new hard-top schoolhouse for their community.

Every year thereafter, Alison would travel to factories overseas and pitch this program to more factories throughout India. By the time we sold the company to Columbia, we had expanded the program to dresses, denim, jackets, accessories and the entire men's and women's t-shirt line. The program exists to this day and paved the way for brands across the globe, including Patagonia, to establish programs of their own.

I believe Alison has the right experience and knowledge to build a program of this size to become successful within the state of California. I believe she has built and maintained strong relationships in our industry over the years and has always lived in alignment with sustainability that will position her well amongst the brands and textile partners fit to step into this challenge alongside the Circular Textile Alliance.

Sincerely,

Pam Theodosakis

pamtheo@me.com

CTA GOVERNANCE BOARD STRUCTURE & PROCESS

Overview

Established in 2025, the Circular Textile Alliance (CTA), is governed by a small board of directors. Upon selection as the Producer Responsibility Organization (PRO) for the state of California, CTA will expand its board of directors in accordance with the process outlined below.

The CTA board of directors will expand to include three membership classifications, including:

(a) Producer Members (Voting)

Entities meeting the definition of “producer” under **PRC § 42060(f)**, including brands, manufacturers, importers, and license holders of textile products sold in California.

(b) Affiliate Members (Non-Voting)

Collectors, repair organizations, recyclers, thrift organizations, logistics companies, retailers, NGOs, and academic institutions.

(c) Advisory Members (Non-Voting)

Technical experts, community representatives, scientists, or policy advisors appointed by the Board.

Producers and affiliate members will be invited to apply for board membership. The board will appoint advisory members based on identified areas of expertise.

Members will serve three-year terms, with the option for reappointment options for all members, including exofficio members. The proposed board membership is shown below, and letters of endorsement are attached.

Board Application & Selection Process

Purpose

The Producer Member (Voting) application process ensures that the governing board of the PRO reflects qualified producers operating within California’s textile market, while maintaining transparency, accountability, and compliance with **California Public Resources Code (PRC) § 42060(f)**.

The PRO seeks Producer Members who bring operational expertise, collaborative leadership, and a commitment to advancing a circular textile system in California.

1. Eligibility Requirements

To be eligible to apply for a **Producer Member (Voting)** board seat, an organization must:

1. Meet the statutory definition of “**Producer**” under **PRC § 42060(f)**, including:
 - Brands
 - Manufacturers
 - Importers
 - License holders of textile products sold, offered for sale, or distributed in California.
2. Be in **good standing** with the PRO (once the plan is implemented), including:
 - Active membership
 - Current fee payments
 - Compliance with all reporting requirements
3. Have demonstrated engagement with sustainability, product stewardship, or circularity initiatives.
4. Be willing to commit executive-level representation with decision-making authority.

2. Application Timeline

- Board application periods open **annually** or as seats become available.
- The PRO will issue a **Call for Applications** at least **30 days** prior to the application deadline.
- Applications must be submitted electronically via the PRO’s designated portal or email.

3. Application Materials

Applicants must submit the following:

A. Organizational Information

- Legal name and business address
- Description of products sold in California
- Confirmation of producer status under PRC § 42060(f)
- Annual California textile sales volume (confidential)

B. Board Representative Information

- Name, title, and contact information
- Resume or professional bio
- Statement of authority to represent the organization

C. Statement of Interest (1–2 pages)

Applicants should address:

- Motivation for serving on the PRO governing board
- Relevant experience with sustainability, compliance, or circular systems
- Perspective on advancing textile reuse, repair, and recycling in California
- Commitment to collaborative governance and consensus-building

D. Disclosures

- Potential conflicts of interest
- Affiliations with recycling, collection, or waste management entities
- Confirmation of willingness to comply with fiduciary duties

4. Review & Selection Process

Step 1: Eligibility Review

PRO staff will verify:

- Producer status under PRC § 42060(f)
- Membership and compliance standing
- Completeness of application materials

Step 2: Governance Committee Review

The **Governance & Nominating Committee** will evaluate applications using criteria including:

- Diversity of producer representation (size, product category, supply chain role)
- Relevant expertise and leadership experience
- Geographic and market diversity
- Ability to contribute constructively to Board deliberations
- Value alignment with PRO, including commitment to system [re]design and circularity benefitting people, planet and animals

Step 3: Interviews (if applicable)

Qualified applicants may be invited to participate in a brief interview with members of the Governance Committee.

Step 4: Nomination & Election

- Final candidates are nominated by the Governance Committee.
- Producer Members in good standing vote on nominees in accordance with the PRO bylaws.
- Election results are ratified by the Board of Directors.

5. Term & Expectations

Term Length

- Producer Member (Voting) directors serve **two-year terms**, renewable in accordance with bylaws.

Expectations

Producer Member board directors are expected to:

- Attend and actively participate in Board and committee meetings
- Act in the best interest of the PRO and its public-benefit mission
- Uphold fiduciary duties of care, loyalty, and obedience
- Support compliance with **CalRecycle** and statutory requirements
- Maintain confidentiality of sensitive producer and program data

6. Conflict of Interest & Ethics

All Producer Member directors must:

- Complete annual conflict-of-interest disclosures
- Recuse themselves from decisions where a conflict exists
- Comply with the PRO's Code of Conduct and ethics policies

7. Orientation & Onboarding

Upon election, Producer Member board directors will:

- Receive a Board Orientation Packet
- Participate in a formal onboarding session
- Sign a Board Member Agreement and fiduciary acknowledgement

8. Removal or Resignation

Producer Member directors may be removed or asked to resign for:

- Loss of producer eligibility
- Failure to meet participation or compliance obligations
- Breach of fiduciary duties or ethical standards
- Nonpayment of required PRO fees

Removal shall follow procedures outlined in the bylaws.

PRODUCER BOARD PARTICIPATION*

**Founding Contribution Framework (Pre-Fee Plan)*

Guiding Principles

This framework is designed to:

- Enable early governance and program development
- Avoid prejudging or replacing statutory EPR fees
- Ensure transparency and equity across producer sizes
- Recognize both financial and non-financial contributions
- Protect Board independence and fiduciary integrity

All contributions are **temporary, voluntary, and non-creditable** toward future EPR compliance fees unless otherwise approved by the Board and CalRecycle.

Tier Structure Overview

Annual monetary contributions are supplied or raised by board members to ensure the PRO has sufficient operating capital to undertake pre-plan activities as described in SB707.

Board members are invited to contribute to an overage account which enables other board members to contribute at a higher tier. For example, a Tier 1 member might contribute \$1,200,000 to enable another board member to move up the tier framework. This overage account is managed anonymously.

Tier	Purpose	Annual Monetary Contribution	Non-Monetary Contribution	Board Eligibility
Tier 1: Founding Producer	Seed funding and leadership	\$1–5 million	Strategic leadership, including serving as a committee chair	Eligible
Tier 2: Contributing Producer	Program development	\$500,000–\$999,999	Active participation on committees	Eligible
Tier 3: Participating Producer	Expertise-driven support	\$100,000–\$499,999	Provision of technical expertise and participation in pilot projects	Eligible
Tier 4: Emerging Producer	Equity and access	\$0–\$99,999	High-impact in-kind contributions	Eligible (limited seats)

Tier Definitions & Requirements

Tier 1 — Founding Producer

Contribution

- Monetary: \$1–5mm
- In-kind: Executive leadership time, governance leadership, policy engagement

Expectations

- Board service at executive or C-suite level
- Chair or Vice Chair eligibility
- Leadership of at least one standing committee
- Participation in CalRecycle-facing discussions

Notes

- Contribution does **not** guarantee Board leadership roles
- No additional voting rights beyond bylaws

Tier 2 — Contributing Producer

Contribution

- Monetary: \$500,000–999,999
- In-kind: Ongoing committee service, working group participation

Expectations

- Regular Board attendance
- Participation in at least one committee
- Support of program design and pilot initiatives

Tier 3 — Participating Producer

Contribution

- Monetary: \$100,000–499,999
- In-kind: Specialized expertise (materials, logistics, data, design)

Expectations

- Board participation

- Advisory or technical committee involvement
- Support for pilots, trials, or data-sharing efforts

Tier 4 — Emerging Producer (Equity Tier)

Contribution

- Monetary: \$0–\$99,999
- In-kind (required): Significant contribution of time, data, or pilot participation

Eligibility Criteria

- Small or emerging producer
- Certified B Corp, social enterprise, or minority-owned business (optional, not exclusive)

Expectations

- Board participation (limited seats)
- Active engagement in at least one committee or pilot

In-Kind Contribution Categories

In-kind contributions may include:

- Executive leadership time (documented hours)
- Technical expertise (materials, recycling, LCA, logistics)
- Pilot participation (collection, repair, recycling trials)
- Data sharing for system modeling
- Legal, policy, or compliance support
- Communications or education support

In-kind contributions must be:

- Documented
- Pre-approved
- Valued conservatively and transparently

Governance Safeguards

To avoid pay-to-play or conflicts:

- All Board members hold **equal voting rights**
- Contributions do **not** influence regulatory decisions
- No contribution offsets future EPR fees without Board and CalRecycle approval
- Full disclosure of contributions in governance records
- Governance & Audit Committee oversight

Duration & Sunset

- This framework sunsets upon CalRecycle approval of the PRO's official **fee plan**
- All producers transition to the statutory fee structure upon program launch



Proposed Board Structure

The board structure described below will be filled through the application process outlined above.

Producer Members (Voting)

Tier	Producers Represented	Covered Product
Tier 1	Apparel	
Tier 1	Activewear	
Tier 1	Specialty	
Tier 1		
Tier 2	Uniforms	
Tier 2		
Tier 3		
Tier 3		
Tier 4		
Tier 4		
Tier 4		

Affiliate Members (Non-Voting)

Member Type	Producers Represented	Covered Product
Collector		
Repairer		
Recycler		
Thrift		
Logistics	Impact ID	
Retailer		

Advisory Members (Non-Voting)

Producers Represented	Covered Product
California Product Stewardship Council	