

NAHA Bylaws

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BYLAWS OF The National Association for Holistic Aromatherapy

ARTICLE 1 NAME AND OFFICES

SECTION 1. NAME

- A. The name of this corporation is the "National Association for Holistic Aromatherapy" (hereafter referred to as "NAHA" or the "Association").
- B. The name and its logo (graphic image, insignia, or emblem) are registered trademarks, the property of NAHA, and can be used only as designated by the executive Board of Directors.

SECTION 2. PRINCIPAL OFFICE

- A. The principal address of the association is located at: P.O. Box 17622, Boulder, Colorado 80308-7622.
- B. The Associations permanent main administrative offices are located at: 3327 West Indian Trail Rd. PMB 144, Spokane, WA 99208.

SECTION 3. OTHER OFFICES

The Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this association shall be:

- A. To Improve the public awareness regarding the uses & benefits of aromatherapy
- B. To Establish professional and ethical standards of practice
- C. To Elevate and maintain high standards of Aromatherapy Education
- D. To Provide public education and dialogue between members through our published quarterly journal "The Aromatherapy Journal" and other material as may be designed and published by the association.
- E. To Participate in the creation and maintenance of a National Council for Aromatherapy Schools and Educators which will provide a forum to clarify and identify standards for national certification education standards
- F. To Maintain a directory of Aromatherapy Practitioners and Businesses who NAHA represents
- G. To maintain a directory of endorsed/approved Aromatherapy Schools which comply with NAHA's Standards for Aromatherapy Training (Both Level One and Level Two)
- H. Conduct any other activity in connection with the purposes stated in this Article and to undertake such other desirable activities as the Board of Directors determine.

ARTICLE 3 MEMBERS

SECTION 1. GENERAL ELIGIBILITY

- A. Any person or legal entity meeting the qualifications of a membership classification set forth in these bylaws is eligible for membership in the Association.
- B. The Board of Directors shall have final authority on any issue regarding membership eligibility.

SECTION 2. MEMBERSHIP CLASSIFICATIONS AND QUALIFICATIONS

Membership in Association shall be divided as follows:

Friend of Aromatherapy, Professional, Business, Donor and CASE School

A. FRIEND OF AROMATHERAPY:

- 1. Inactive member
- 2. Qualifications:
 - a. This category of membership is open to anyone interested in the field of aromatherapy. Students and Donors are welcome!
- 3. Benefits:
 - a. Subscription to the NAHA Aromatherapy Journal
 - b. Listing in the online Annual NAHA Directory
 - c. Discount on NAHA World of Aromatherapy Conferences
 - d. Non-Voting member

B. PROFESSIONAL MEMBER:

- 1. Voting Member
- 2. Qualifications:
 - a. Professional: Have attended and graduated from an Aromatherapy Training Program Minimum 200 hours, or
 - (1) Have proof of 4 years direct experience and education in the theory and practice of aromatherapy or
 - (2) Have successfully passed the ARC national exam.
 - b. Professional: Must hold Professional Liability Insurance
 - c. All professional members agree to abide by NAHA's Code of Ethics and Conduct
 - d. All professional members agree to abide by NAHA's By laws
 - e. Must be an individual or a legal entity which offers aromatherapy and other health related products or services to the aromatherapy/health industry
 - f. All Professional members agree to support the professional image of aromatherapy and support the profession of aromatherapy through NAHA and its activities
- 3. Benefits
 - a. Certificate of Professional Membership
 - b. Professional listing in Annual NAHA Directory
 - c. Listing in the online NAHA Annual Directory
 - d. Subscription to NAHA's Aromatherapy Journal
 - e. Discount on NAHA World of Aromatherapy Conferences
 - f. Professional Members may vote and hold office in the Association.
 - g. Other discounts as applicable/offered, i.e. Merchandise, advertising

C. BUSINESS MEMBER:

1. Active Member
2. Qualifications:
 - a. Must be an individual or a legal entity which offers aromatherapy and other health related products or services to the aromatherapy/health industry
 - b. All Business members agree to support the professional image of aromatherapy and support the profession of aromatherapy through NAHA and its activities
 - c. All Business members agree to abide by NAHA's Code of Ethics and Conduct
 - d. All Business members agree to abide by NAHA's By Laws
3. Benefits:
 - a. Certificate of Business Membership
 - b. Business listing in Annual NAHA Directory
 - c. Listing in the online NAHA Annual Directory
 - d. Subscription to NAHA's Aromatherapy Journal
 - e. Discount on NAHA World of Aromatherapy Conferences
 - f. Business Members may vote and hold office in the association.
 - g. Other discounts as applicable/offered, i.e. Merchandise, advertising

SCHOOL MEMBERSHIP

1. Active Member
2. Qualifications
 - a. Must be a NAHA approved school administering a Level One or Level Two curriculum as outlined in NAHA's Training standards document.
 - b. Must be operating legally within its jurisdiction
 - c. All instructors must become professional members meeting all requirements as outlined in the bylaws
3. Benefits
 - a. Certificate of CASE Membership
 - b. Professional/Business listing in Annual NAHA Directory
 - c. Listing in the online NAHA Annual Directory
 - d. Subscription to NAHA's Aromatherapy Journal
 - e. Discount on NAHA World of Aromatherapy Conferences
 - f. Receive listing in NAHA's Approved Schools and Educators (CASE)
 - g. Other discounts as applicable/offered, i.e. Merchandise, advertising
 - h. Upon Course approval, the School or Independent educator becomes a member of NAHA's Council for Aromatherapy Schools and Educators (CASE)

SECTION 4. INTERNATIONAL MEMBERS

An individual residing in a foreign country is eligible for international membership in any of the four categories listed under Section 3 of these bylaws. International members must fulfill the qualifications of the level of membership in which the individual is applying for. Fees may vary for International Members.

SECTION 5. MEMBERSHIP BOOK

The association shall keep a membership book/computer file containing the name, address, phone number, type of membership & membership expiration date of each member. Such book/computer file shall be kept at the association's principal office which are maintained by the Administrator on a monthly basis. The membership book will be made available to the membership upon request, however may not be used for personal gain or solicitations.

SECTION 6. LIABILITY/NONLIABILITY OF MEMBERS

A member of this association is not, as such, personally liable for the debts, liabilities, or obligations of the association.

SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death. Refunds are not provided at any time unless circumstances are deemed unique and appropriate with complete Board approval.

SECTION 8. MEMBERSHIP DUES AND FEES

Membership dues and fees shall be determined by the Board of Directors and the actual amount of membership dues for each membership classification and type of status shall be listed in NAHA policy and NAHA's membership brochure.

SECTION 9. GOOD STANDING

Members shall be considered in good standing within the meaning of these Bylaws if the member:

- A. Complies with the NAHA Code of Ethics and Conduct, Bylaws and NAHA Policy
- B. Makes timely payments of all Association dues

SECTION 10. DISCIPLINARY ACTION

The Association shall expel from membership or otherwise discipline any member who is not in good standing. Complaints to the effect that a member has violated the ethical principles, Bylaws, or Policy shall be processed in accordance with NAHA Policy and the laws governing non-profit associations in the State of Incorporation.

SECTION 11. REINSTATEMENT

The Board, at its discretion, may reinstate or decline reinstatement or membership to individuals (former members or new applicants) who have been engaged in activities with the intent to harm NAHA either financially or in its reputation or functions.

SECTION 12. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

- A. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- B. If this association has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Administrative offices of the association. A member may avoid such termination by paying the amount of delinquent dues within a thirty- (30) day period following the member's receipt of the written notification of delinquency.
- C. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the association.
- D. All rights of a member in the association shall cease on termination of membership as herein provided.

ARTICLE 4 THE BOARD OF DIRECTORS

SECTION 1. COMPOSITION

- A. The members of the Board of Directors are:
 - 1. Immediate Past President
 - 2. President
 - 3. Vice-President
 - 4. Director Coordinator
 - 5. Treasurer
 - 6. Secretary
 - 7. Public Relations
- B. An individual may hold only one (1) voting position on the Board of Directors.
- C. Interim Board – in the event an Interim Board is appointed by the President, this Board may call for a special election to fill as many offices as required.
- D. Qualifications
 - 1. Each member of the National Board of Directors must have a minimum of 2 consecutive years as a Professional/Business member of the National Association for Holistic Aromatherapy prior to holding or running for a position with NAHA's National Board of Directors.

SECTION 2. AUTHORITY

The Board of Directors shall have the authority to act on behalf of the membership and is granted all such powers as may be exercised by NAHA, subject to the Provisions of the Statute, Certificate of Incorporation, and these Bylaws. The Board has the authority to create paid positions as necessary in order to effectively conduct the business of the organization. (Paid employee or contract positions/functions should be designated in the separate policy document – such as Office Manager, Administrator, Journal Editor, Webmaster, Bookkeeper/Accountant, if the principal office is left unmanned due to termination of employment, voluntary or imposed, an approved member of the Board may be compensated until a new employee can be hired and trained with the approval of the Board.

SECTION 3. ACCOUNTABILITY

- A. Members of the Board of Directors shall report to the President when directed.
- B. The Board of Directors shall make appropriate reports to the General membership.
- C. Conflicts of Interest - Should a conflict of interest arise between a director or member regarding their purpose in relation to the purpose of the organization, the individual(s) should either recuse themselves or voluntarily terminate their membership with the organization.

SECTION 4. RESPONSIBILITIES

The Board of Directors shall be responsible for the following:

- A. Direct all business and financial affairs for and on behalf of the Association, and be responsible for all of its property and funds.
- B. The effective management of the business and affairs of the Association.
- C. Establish policies for the transaction of business and coordination of Association activities.
- D. Employ, define the authority and responsibilities of, and annually review the performance of an Executive Administrator, who shall be the administrator of the National Office and who shall be responsible to the Board of Directors.
- E. Amend and uphold Association Bylaws & Code of Ethics.
- F. Establish committees as is deemed necessary, and define the purpose and activities of such committees;
- G. Approve or reject appointments.

- H. Determine the time and place of the Annual General Meeting and the Bi-Annual/Annual Conference.
- I. Determine with which groups NAHA shall have Independent Affiliation
- J. Assume other duties as may be provided for elsewhere in these Bylaws
- K. The publication and distribution of NAHA's Aromatherapy Journal four times per year.
- L. Establishing and maintaining committees.
- M. Establishing, maintaining and publishing NAHA's policies.

SECTION 5. DUTIES OF THE PRESIDENT

The President shall be responsible for the following:

- A. The President shall be the chief executive office of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.
- B. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- C. The President shall preside at all meetings of the National Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the association, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 6. DUTIES OF THE VICE PRESIDENT

The Vice President shall be responsible for the following:

- A. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President.
- B. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 7. DUTIES OF THE DIRECTOR COORDINATOR

The Director Coordinator shall be responsible for the following:

- A. The Director Coordinator will act as liaison between the Directors and the Board (and vice versa), as well as be responsive to the needs and concerns of NAHA Directors.
- B. The Director Coordinator will facilitate, maintain and oversee the Directors Group Website and post NAHA Board information to the Directors.
- C. The Director Coordinator will coordinate, encourage and lead the Directors in a monthly online Directors meeting via the NAHA Directors Group Website.
- D. The Director Coordinator will maintain updated, correct contact information for the Directors and update the NAHA office when needed.
- E. The Director Coordinator will review and respond appropriately to NAHA Board email correspondences and partake in Board meetings and decision making.
- F. The Director Coordinator will assist in selected Board Projects and Committees.

SECTION 8. DUTIES OF THE TREASURER

The Treasurer shall be responsible for the following:

- A. Shall be responsible for the yearly management of funds
- B. Assist the Board of Officers in establishing budgets
- C. Oversee the disbursement of funds approved by the Board of Directors
- D. Prepare and present a financial report at the Annual General Meeting and of the meetings as necessary
- E. Prepare (or cause to be prepared) all tax information for required IRS filings by the Association. Ensure that the IRS Form 990 is posted to the NAHA website
- F. Sign checks along with an accountant, bookkeeper and or President providing a documented account approved by the Executive Board of Directors.

- G. Oversee the actions of the bookkeeping agency to ensure propriety

SECTION 9. DUTIES OF THE SECRETARY

The Secretary shall be responsible for the following:

- A. Certify and keep at the principal office of the association the original, or a copy, of these Bylaws as amended or otherwise altered to date
- B. Keep at the principal office of the association or at such other place as the Board may determine, a book of minutes of all meetings, of the Board of Directors, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- C. All Board of directors are to be given a copy of the minutes of all meetings of the Board to review and correct. Filing of these minutes shall not be held up due to a conflict between two or more directors.
- D. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- E. Exhibit at all reasonable times to any director of the association, or to his or her agent or attorney, or request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the association
- F. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by Board of Directors.

SECTION 10. DUTIES OF PUBLIC RELATIONS OFFICER

The Public Relations Officer shall be responsible for the following:

- A. The Public Relations Officer would be responsible for releasing NAHA's name into the press and media and also for overseeing and guiding the Public Relations committee for special projects like the Conference.
- B. The Public Relations person also maintains files with Public Relations contacts and actively seeks to promote the expansion of the organization through Public Relations activities.
- C. The Public Relations person might also be the one called upon to handle certain issues and complaints against the organization with the approval of the Board.

SECTION 11. COMPENSATION

Board of Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, and shall receive further compensation as determined by majority vote of the Professional/Business membership.

- A. President: one complimentary quarter page advertisement in each quarterly Aromatherapy Journal and a complimentary listing in the NAHA yellow pages within the term of service. Membership dues waived within the term of service.

- B. Vice President, Treasurer, Secretary, Public Relations: one complimentary quarter page advertisement in each quarterly Aromatherapy Journal and a complimentary listing in the NAHA yellow pages within the term of service. Membership dues waived within the term of service.

- C. Director Coordinator: monthly internet access reimbursement, one complimentary quarter page advertisement in each quarterly Aromatherapy Journal and a complimentary listing in the NAHA yellow pages within the term of service. Membership dues waived within term of service.

SECTION 12. PLACE OF MEETINGS

Meetings shall be held at the principal administrative office, via internet or emails or via conference calls unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board.

SECTION 13. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held twice a year on a date agreed upon by the Board of Directors and at a location agreed upon by the Board of Directors.

SECTION 14. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of the state of incorporation to call special meetings of the Board. Such meetings shall be held at the principal office of the association or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 15. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

A. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

B. Special Meetings. At least one week prior notice shall be given by the Secretary of the association to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

C. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this association under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 16. QUORUM FOR MEETINGS

A. A quorum shall consist of two-thirds of the members of the Board of Directors.

B. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 17. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 18. CONDUCT OF MEETINGS

A. Meetings of the National Board of Directors shall be presided over by the President, or, if no such person has been so designated or, in his or her absence by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

B. Meetings shall be governed by "Roberts Rules of Order", insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 19. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the association.

SECTION 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the association shall be indemnified by the association to the fullest extent permissible under the laws of this state.

SECTION 21. INSURANCE FOR ASSOCIATION AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association (including a director, officer, employee or other agent of the association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 5 NATIONAL OFFICER SELECTION REQUIREMENTS

SECTION 1: NOMINATIONS FOR ELECTED OFFICERS

- A. To be a candidate for office a complete application must be submitted and received by the current Board of Directors, and be in order.
- B. A candidate for office must be a member in good standing and hold Professional/Business membership within the association for two consecutive years.
- C. All Candidates who fulfill the requirements for Candidacy for elected office will be placed on a ballot to the general membership.
- D. Candidate applications for an elected position must be received no later than 90 days prior to the date set for the election.

SECTION 2: ELECTIONS

- A. The election of Board of Directors shall be held by mail or live ballot in accordance with NAHA policy.
- B. Election of officers shall be a majority of votes cast
 - 1. When only one person is a candidate for any given office, the affirmative vote of a majority of the members shall be required for election to office.
- C. Eligible voters shall be Professional/Business, members in good standing who are current members two consecutive years prior to the date set for elections
- D. Elections shall take on or before November 1 of each election year.
- E. An independent agency, as designated by the Board, shall collect and tally ballots for all elections and report the results to the President/Board.

SECTION 3. NUMBER

The association shall have six (6) officers and collectively they shall be known as the Board of Directors.

SECTION 4. TITLES AND METHODS OF SELECTION

- A. The Elected Officers are:
 - 1. President
 - 2. Vice President
 - 3. Director Coordinator
 - 4. Treasurer

- 5. Secretary
- 6. Public Relations
- B. Established Officers are:
 - 1. Past President
- D. Appointed Officers:
 - 1. The President of the association appoints the following chairs: Safety Committee chair, CASE Chair, International liaison, all district and regional directors and any other ad hoc committee chairs created during the current Presidents term of office. All appointments are subject to approval by the Board of Directors.

SECTION 5. ELIGIBILITY FOR CANDIDACY

- A. A candidate for elected office must be a Professional/Business member in good standing with the association for a minimum of two consecutive years
- B. Candidates for Appointed offices shall be members of Professional/Business status in good standing with the association.

SECTION 6. TERM OF OFFICE

- A. The Board of Directors shall serve for a term of 2 years or until a successor takes office.
- B. Appointed officers shall serve until a successor is appointed, or for a maximum of two terms (four (4) years)-or until the officer resigns, is removed or otherwise becomes incapable of fulfilling their obligations to the association.
- C. The term of office for elected officers begins at the close of the World of Aromatherapy conference in the year of elections or by December 31, whichever is designated by the Board of Directors, in the year they are elected.
- D. The term of office for elected officers is two years and begins on January 1 after the regular election.

SECTION 7. VACANCY AND SUCCESSION

- A. All members filling vacancies by election or appointment must satisfy the eligibility for candidacy as put forth in these Bylaws.
- B. A vacancy in any National Office may be established through resignation, disqualification, termination, disablement, or death prior to the regular end of term of office.
- C. The resignation of a National officer must be made in writing and be presented to the Board of Directors for consideration at any regular or special meeting, or by mail ballot, and be accepted by a majority vote of the Board of Directors. In the event a resignation is tendered orally, a written resignation may be requested by the Board of Directors by return receipt request certified mail. If no response is subsequently received within fifteen (15) days, the Board of Directors may accept the oral resignation and declare the position vacant.
- D. In the event of a vacancy of the office of the President, the Immediate Past President shall resume the office of President until the next regularly scheduled meeting of the Board of Directors or until the next regularly scheduled election as decided by the Board of Directors.
- E. If both offices of President and Vice President are vacant, then the Secretary shall assume the office of President and a special election may be called by the remaining Board members to fill any and all vacancies.
- F. In the event of a vacancy in the office of Vice President, Treasurer, Secretary or Public Relations, then the President shall have the authority to appoint a successor.
- G. A person appointed to fill a vacancy on the Board shall hold office until the next election of the Board or until his or her death, resignation or removal from office.
- H. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a

duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

K. Appointed officers may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state of incorporation.

SECTION 8. DISQUALIFICATION FROM OFFICE

A. Any nationally elected or appointed officer shall automatically be disqualified to serve the association if:

1. Dues for the current year are not paid
2. The nationally elected or appointed officer holds an office, directorship or chair position concurrently in another aromatherapy association/organization where there may be a conflict of interest with NAHA.
3. Are found guilty of breaking NAHA's Code of Ethics or Bylaws and therefore no longer in good standing.
4. Sufficient evidence of inactivity of position is found upon investigation by the Ethics Committee and presented to the Executive Board of Directors for voting.

B. All Board members must know NAHA's purpose (as shown in Article 2 of these by-laws) and be prepared to serve to maximize this purpose. If ever a conflict develops such that NAHA's aims are no longer compatible with an Officer's reasons for serving on the Board, the Officer is obliged to voluntarily resign.

C. Conflicts of Interest - Should a conflict of interest arise between a director or member regarding the purpose of their position in relation to the purpose of the organization, the individual(s) should either recuse themselves or voluntarily terminate their membership with the organization.

ARTICLE 6 COMMITTEES

SECTION 1. COMMITTEE DEFINITION

Each committee established by the Board of Directors may:

1. Provide recommendations for policy changes and other issues
2. Recommend the establishment of specific programs for the association
3. Act as a resource to external groups as authorized
4. Receive input from the membership of the association
5. Provide general oversight in their area of expertise
6. Gather, analyze, and provide recommendations regarding attitudes, opinions, and trends of NAHA members, affinity groups and/or society
7. Take other action as directed by the Board of Directors

SECTION 2. EX-OFFICIO COMMITTEE MEMBERS

The President of the Association has ex-officio status on all committees.

ARTICLE 7 COUNCILS

SECTION 1. COUNCIL FOR SCHOOLS

A. There shall be only one body of schools and educators within the National Association for Holistic Aromatherapy and it shall be named "Council of Aromatherapy Schools and Educators" (CASE)

B. Purposes: The purpose of the Council of Aromatherapy Schools and Educators, in support of NAHA's mission and goals, shall be to:

1. Stimulate dialogue amongst Aromatherapy schools and educators
2. Provide a forum for the exchange of ideas and the sharing of information
3. Inspire high quality aromatherapy education at all levels of training
4. Advance aromatherapy education and professional standards
5. Develop the Scope of Practice for the Aromatherapist
6. Support the expansion of markets for qualified aromatherapist to enter the workforce
7. Participate in the Council for Aromatherapy Schools and Educators, by participating in the improvement of educational criteria and other issues facing aromatherapy education.

C. CASE Membership

1. Any school or independent educator which holds, in good standing, school membership in the Association shall be a member of the NAHA Council of Aromatherapy Schools and Educators.
2. Each school shall have only one representative on the Council of Aromatherapy Schools and Educators.

D. NAHA CASE Board

1. Composition
 - a. 7 members (including the Chair) shall represent the interest of the CASE council
 - b. These 7 members shall be known as the CASE Board.
 - c. The Chair of the CASE council shall hold a meeting of CASE members to decide upon how to select the 6 other members of the Board. Once this has been established, the method shall be incorporated into the bylaws of NAHA.
2. Authority and Accountability
 - a. The NAHA CASE Board has the authority to represent and conduct business on behalf of its membership in accordance with its standing rules.
 - b. The NAHA CASE Board shall be accountable to the Association through adherence to NAHA Bylaws and Policies and the Standing Rules of the NAHA Council of Aromatherapy Schools and Educators.
3. Meetings
 - a. The NAHA Council of Aromatherapy Schools and Educators shall hold at least one meeting of its members annually which shall be called the CASE Annual Meeting.
4. Standing Rules
 - a. The NAHA Council of Aromatherapy Schools and Educators may adopt standing rules which shall not be in conflict with Association bylaws and policies.
 - b. Any Standing Rule change or adoption by the Council of Aromatherapy Schools and Educators shall be submitted to the National Board of Directors to ensure there is no conflict with NAHA Bylaws and Policy.

SECTION 2: COUNCIL FOR LICENSED PROFESSIONALS (CLIP Council)

A. Purposes: The purpose of the Council for Licensed Professionals, in support of NAHA's mission and goals, shall be to:

1. Stimulate dialogue amongst Doctors, Nurses, Massage Therapists, Acupuncturists and other licensed practitioners in the field of aromatherapy.
2. Provide a forum for the exchange of ideas and the sharing of information
3. Advance aromatherapy and professional standards

4. Support the expansion of practices for qualified aromatherapist to enter the workforce
 5. Participate in the improvement of professional criteria and other issues facing the aromatherapy industry.
- B. CLIP Membership
1. Any professional who holds, in good standing, membership in the Association is eligible to be a member of the NAHA Council of Licensed Professionals.
- C. NAHA CLIP Council
1. Authority and Accountability
 - a. The NAHA CLIP Council shall be accountable to the Association through adherence to NAHA Bylaws and Policies
 2. Meetings
 - a. The NAHA CLIP Council shall hold at least one meeting of its members annually which shall be called the CLIP Council Annual Meeting.
 3. Standing Rules
 - a. The NAHA CLIP Council may adopt standing rules which shall not be in conflict with Association bylaws and policies.
 - b. Any Standing Rule change or adoption by the CLIP Council shall be submitted to the Board of Directors to ensure there is no conflict with NAHA Bylaws and Policy.

ARTICLE 8 BYLAW AMENDMENTS

SECTION ONE: THE BOARD OF DIRECTORS

- A. The Board of Directors shall have the power and authority to amend NAHA bylaws subject to membership vote.
- B. Proposed bylaw amendments must be in writing and shall state current wording of the bylaw, the proposed wording of the bylaw, and the rationale for making the change.
- C. Proposed bylaw amendments shall require the majority vote of the Board of Directors and Professional/Business members for adoption.
- D. The Executive Committee may not amend NAHA bylaws.

ARTICLE 9 DISTRICTS, REGIONS AND CHAPTERS

SECTION 1: PURPOSE

The purpose of NAHA Chapters shall be to hold meetings and conduct business on a local level for the Association. Each chapter shall provide professional and social networking opportunities, free educational talks open to the public and NAHA members, perform public relations activities on behalf of the association and support the activities and programs of the National Association for Holistic Aromatherapy for the express purpose of providing resources to the general public and NAHA members for the advancement of aromatherapy knowledge and application as well as other holistic health modalities.

SECTION 2. CHAPTER NAMES AND BOUNDRIES

- A. Each state shall be a District.
- B. Each chapter shall be named "NAHA - (Name of State) District". E.g. NAHA - California District.
- C. Each chapter shall be further divided into more local units called Regional Chapters. e.g. "California - NAME OF CHAPTER - Regional Chapter". e.g. CA - LA District Regional Chapter or WA - Eastern WA Regional Chapter or WA - Snohomish County Regional Chapter.

- D. Each District shall have 1(One) Director and they shall be called: "NAHA- (Name of State) District Director".
- E. Each Regional Chapter shall have 1 (One) Regional Director and they shall be called "NAHA - Eastern PA Regional Chapter.
- F. A chapter may form in a foreign country as determined by the Board of Directors. A foreign chapter will abide by all NAHA bylaws, policies and code of ethics unless otherwise agreed upon.

SECTION 3. FORMATION OF NEW DISTRICTS, REGIONS AND CHAPTERS

- A. A new Regional chapter may be established by the submittal of a letter of application, signed by 7 or more individuals who would like to belong to the new chapter, to the Board of Directors.
- B. Upon approval of the submitted application, the Board of Directors shall grant the right to establish a NAHA regional chapter.
- C. The President may create a district, region or chapter and appoint a Director as appropriate.

SECTION 4. REGIONAL DIRECTORS

- A. A regional director shall be a Professional member of the association. Professional Membership Requirements must be met to apply for directorship.
- B. Regional directors shall be responsible for holding a minimum of 4 meetings a year (once a quarter) according to NAHA policy and bylaws.
- C. Regional directors shall notify all current NAHA members within their region of the date, time and location of regional meetings.
- D. Regional Director responsibilities include:
 - 1. Serve as a liaison between the general public, NAHA members and the Board of Directors.
 - 2. Issue a quarterly report to the Board of Directors which includes:
 - a. Membership drive information
 - b. Regional meeting reports
 - c. Complete name and address of attendees from each regional meeting
 - d. Any recommendations or feedback from the public or NAHA members
 - 3. Maintain a relationship with the local community as a resource for aromatherapy knowledge.
 - 4. Facilitate the communication and exchange of ideas between local members.
 - 5. Encourage new memberships
 - 6. Support the distribution of NAHA's Aromatherapy Journal.

SECTION 5. CHAPTER AND DISTRICT DIRECTORS

- A. A Chapter or District Director shall be a Professional/Business, member of the association. Professional Membership Requirements must be met to apply for directorship.
- B. District Director responsibilities include:
 - 1. Oversee all regional directors within their chapter
 - 2. Serve as a liaison between the Board of Directors and the Regional Directors.
 - 3. Issue a quarterly report to the Board of Directors including such information as:
 - a. New members
 - b. Regional Director reports
 - c. Complete name and address report list from each regional meeting
 - d. Any recommendations or feedback from Regional or Chapter members
- D. Maintain a relationship with the local community as a resource for aromatherapy knowledge.
- E. Facilitate the communication and exchange of ideas between local members.
- F. Encourage new memberships
- G. Support the distribution of NAHA's Aromatherapy Journal.

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

The association shall keep at its principal office:

- A. Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- D. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. NATIONAL DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the association and shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

All members of the National Association for Holistic Aromatherapy shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To inspect the records of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the association, which demand shall state the purpose for which the inspection rights are requested.
- B. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the association by the member, for a purpose reasonably related to such person's interests as a member.
- C. Members shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. PERIODIC REPORT

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this association, to be so prepared and delivered within the time limits set by law.

ARTICLE 11 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this association.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 510(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 12 CONSTRUCTION AND TERMS

SECTION 1. CONFLICT

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

SECTION 2. UNENFORCEABILITY

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

SECTION 3. ARTICLES OF INCORPORATION

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of Colorado state and used to establish the legal existence of this corporation.

SECTION 4. INTERNAL REVENUE CODE

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.