



National Association for Holistic Aromatherapy
3327 W. Indian Trail Rd. #144 Spokane, WA 99208
Ph: 509.325.3419 Fax: 509.325.3479
www.naha.org info@naha.org

PROPOSED NAHA POLICY GUIDELINES

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1. POLICY FOR THE BOARD OF DIRECTORS

A. DUTIES OF PRESIDENT

The President shall be the chief executive officer 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. He or she 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. 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 National Officers.

B. DUTIES OF VICE PRESIDENT

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. 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.

C. DUTIES OF THE DIRECTOR COORDINATOR

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. The Director Coordinator will facilitate, maintain and oversee the Directors Group Website and post NAHA Board information to the Directors. The Director Coordinator will coordinate, encourage and lead the Directors in a monthly online Directors meeting via the NAHA Directors Group Website. The Director Coordinator will maintain updated, correct contact information for the Directors and update the NAHA office when needed. The Director Coordinator will review and respond appropriately to NAHA Board e-mail correspondences and partake in Board meetings and decision making. The Director Coordinator will assist in selected Board Projects and Committees.

D. DUTIES OF THE TREASURER

The Treasurer shall:

1. Be responsible for yearly management of funds.
2. Assist the Board of Officers in establishing budgets.
3. Oversee disbursement of funds approved by the National Officers.
4. Prepare and present a financial report at the Annual General Meeting and other meetings as necessary.
5. 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
6. Sign checks along with an accountant, bookkeeper and or President providing a documented account approved by the Executive Board of Directors.
7. Oversee the actions of the bookkeeping agency to ensure propriety.

E. DUTIES OF SECRETARY

The Secretary shall:

1. 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.
2. 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.



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All National Officers are to be given a copy of the minutes of all meetings of the Board to review and correct. Filing of these minutes should not be held up due to a conflict between two or more directors.

3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

4. Exhibit at all reasonable times to any director of the association, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the association.

5. 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 the Board of Directors.

F. DUTIES OF PUBLIC RELATIONS OFFICER

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. 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. The Public Relations person might also be the one called upon to handle certain issues and complaints with any appropriate committee chair representative, ethics committee case, etc. against the organization with the approval of the Board.

G. COMPENSATION

National Officers 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.

H. PLACE OF MEETINGS

Meetings shall be held at the principal administrative office, or via the internet (email), 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.

H. REGULAR MEETINGS

A. 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.



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J. 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.

K. 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.

L. 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.

M. 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.

N. 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.

O. 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



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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.

2. POLICY FOR COMMITTEES

A. 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

B. EX-OFFICIO COMMITTEE MEMBERS

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

3. POLICY FOR DISTRICTS, REGIONS AND CHAPTERS

A. 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.

B. CHAPTER NAMES AND BOUNDRIES

1. Each state shall be a District.
2. Each chapter shall be named "NAHA - (Name of State) District". E.g. NAHA - California District.
3. 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.
4. Each District shall have 1(One) Director and they shall be called: "NAHA- (Name of State) District Director".
5. Each Regional Chapter shall have 1 (One) Regional Director and they shall be called "NAHA - Eastern PA Regional Chapter.
6. 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.

C. FORMATION OF NEW DISTRICTS, REGIONS AND CHAPTERS

1. 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.



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2. Upon approval of the submitted application, the Board of Directors shall grant the right to establish a NAHA regional chapter.

3. The President may create a district, region or chapter and appoint a Director as appropriate.

D. REGIONAL DIRECTORS

1. A regional director shall be a Professional member of the association. Professional Membership Requirements must be met to apply for directorship.

2. Regional directors shall be responsible for holding a minimum of 4 meetings a year (once a quarter) according to NAHA policy and bylaws.

3. Regional directors shall notify all current NAHA members within their region of the date, time and location of regional meetings.

4. Regional Director Responsibilities include:

a. Serve as a liaison between the general public, NAHA members and the Board of Directors.

b. Issue a quarterly report to the Board of Directors which includes:

(1). Membership drive information

(2). Regional meeting reports

(3). Complete name and address of attendees from each regional meeting

(4). Any recommendations or feedback from the public or NAHA members

5. Maintain a relationship with the local community as a resource for aromatherapy knowledge.

6. Facilitate the communication and exchange of ideas between local members.

7. Encourage new memberships

8. Support the distribution of NAHA's Aromatherapy Journal.

E. CHAPTER AND DISTRICT DIRECTORS

1. A Chapter or District Director shall be a Professional, member of the association. Professional Membership Requirements must be met to apply for directorship.

2. District Director responsibilities include:

a. Oversee all regional directors within their chapter

b. Serve as a liaison between the Board of Directors and the Regional Directors.

c. Issue a quarterly report to the Board of Directors including such information as:

(1). New members

(2). Regional Director reports

(3). Complete name and address report list from each regional meeting

(4). Any recommendations or feedback from Regional or Chapter 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.

4. CORPORATE RECORDS, REPORTS AND SEAL

A. MAINTENANCE OF ASSOCIATION RECORDS

The association shall keep at its principal office:

1. 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,



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whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

2. 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;

3. 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;

4. 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.

B. 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.

C. 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.

D. 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:

1. 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.

2. 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.

3. 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.

E. 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. Quarterly Balance Sheet and Profit and Loss report shall be available to every member.

5. IRC 501(C)(3) TAX EXEMPTION PROVISIONS

A. 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.

B. PROHIBITION AGAINST PRIVATE INUREMENT



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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.

C. 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.

6. CONSTRUCTION AND TERMS

A. 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.

B. 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.

C. 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.

D. 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.