

# **Alliance of International Aromatherapists**

## **BYLAWS**

(Amended February 3, 2007)  
(Amended September 24, 2007)  
(Amended February 22, 2008)  
(Amended September 26, 2008)  
(Amended October 10, 2008)  
(Amended March 13, 2009)  
(Amended June 26, 2009)  
(Amended June 25, 2010)

### **Article 1 - Name, Offices, Specific Objectives and Purposes**

#### **Section 1 - Name:**

- A. The name of the organization is the Alliance of International Aromatherapists, hereafter referred to as AIA, a non-profit corporation in the State of Colorado.

#### **Section 2 - Offices:**

- A. The principal office of AIA will be in such place as the Board of Directors may designate from time to time.
- B. AIA may also have an office or offices outside of the state of incorporation as the Board of Directors may, from time to time, designate.

#### **Section 3 – Specific Objectives and Purposes:**

1. To enhance the understanding of aromatherapy as a complementary modality for the general public through education.
2. To advance the science and practice of aromatherapy, the specific and judicious use of essential oils, for the general public and practitioners.
3. To formulate objective and ethical standards of practice that supports the emerging role of aromatherapy as a safe, self-care method for general health and well-being.
4. To provide a primary organization for supporting and advocating professionalism in clinical aromatherapy.
5. To promote the science, knowledge and effective use of aromatherapy modalities within the health-care system.

6. To form an alliance of aromatherapy practitioners for the exchange of scientific and professional information with the goal of educating the public in responsible use of essential oils.
7. To promote and fund peer-reviewed research in the aromatherapy sciences.
8. To promote on-going continuing education programs.
9. To strengthen and develop curriculum standards for aromatherapy education.

## **Article II - Membership**

### **Section 1 - Statement of Policy:**

- A. The Board of Directors shall have final authority on any special issue regarding membership eligibility.
- B. AIA shall make no distinctions related to gender, age, race, creed or national origin, marital status, religion, sexual orientation or the physically challenged.

### **Section 2 - Categories of Membership:**

- A. Clinical Member
- B. Professional Aromatherapist
- C. Associate Member
- D. Business Member
- E. Honorary Member

### **Section 3 - Definitions of Categories**

#### **A. Clinical Member**

1. Clinical Member designation, CMAIA, shall be granted to members who have met specified educational and approval criteria as determined by the Board of Directors.
2. Educational criteria includes having completed a minimum of 400 hours of documented and verifiable aromatherapy training, including a minimum of 50 hours in Anatomy and Physiology, in accordance with the clinical level educational criteria.
3. Maintains current CPR/First Aid certification on file with AIA.
4. Earn 20 Continuing Professional Development (CPD) credits each year in accordance with the clinical level educational criteria.
5. Maintains active status by the timely payment of membership dues.

6. Eligible to serve on the board of directors or a board committee.
7. Is a voting member.

**B. Professional Aromatherapist**

1. Completed 200 hours of documented and verifiable instruction in aromatherapy from an approved program recognized by AIA, or other state or national accrediting body in the United States or another country acceptable to the Board.
2. Maintains active status by the timely payment of membership dues.
3. Able to show proof of continuing educational units in an amount designated by the AIA board for active membership.
4. Eligible to serve on the board of directors or a board committee.
5. Is a voting member.

**C. Associate Member**

1. Has interest in the field of aromatherapy or has completed up to 100 hours of education.
2. Maintains membership through the timely payment of membership dues.
3. Is a voting member.

**D. Business Member**

1. Is a business directly associated with aromatherapy and has demonstrated support of the goals and objectives of AIA.
2. Maintains active status by the timely payment of membership dues.
3. Is represented by an officer or other designated individual of the company.
4. The business representative may serve on the board of directors or on a board committee.
5. Is a voting member.

## **D. Honorary Member**

1. The board of directors of AIA may designate or award honorary membership to an individual who's contributions to AIA and the aromatherapy profession are worthy of recognition and reward.
2. Is a lifetime member with no requirement to pay dues.
3. Eligible to serve on the board of directors or a board committee
4. Is a voting member.

## **Article 3 - Dues**

### **Section 1 - Dues**

1. The annual dues shall be established by the Board of Directors and shall become effective with the first membership period following such determination.
2. Membership in AIA shall be renewed annually. The dues cycle shall be on a fiscal period basis from July 1<sup>st</sup> until the following June 30<sup>th</sup> of each year. The dues for new memberships granted during the year shall be on a prorated basis.
3. Failure to pay dues in a timely fashion will be grounds for dismissal from AIA. If a member's dues are in arrears more than 60 days from their anniversary date, the membership and all rights thereof shall be terminated automatically. The Board of Directors may reinstate any former member who has been terminated for nonpayment of dues, if such person pays such dues, together with current dues and any applicable application processing fee, and if such person shall be in compliance with the membership standards as specified in Article 2.

## **Article 4 - Title Designations**

### **Section 1 - Use of Titles**

- A. The name, Alliance of International Aromatherapists, and/or its logo, or any other insignia, or title is the express property of AIA and may only be used in accordance with Board policy.
- B. No other letters, the initials or titles shall be used in reference to AIA.

## Article 5 – Officers

### Section 1 - The Governing Board

- A. The Board of Directors shall be the President, Vice President, Secretary, Treasurer and four Directors.
- D. The four directors shall each serve a term of two years on staggered intervals with two director positions being elected each year.
- E. Additional positions for elected office may be created by a decision of the Board of Directors to maintain the proper functioning of the business of AIA.
- F. Qualifications to hold office are as follows:
  - 1. Each candidate must be an active professional, clinical, or business member in good standing, have good communication skills, have demonstrated leadership and team building skills, must be computer literate with access to the Internet, and able to meet the time and travel commitments of the office.
  - 2. It is understood that the Board of Directors may waive any single requirement with the agreement and vote of the majority of the board members.
- a. **President**
  - 1. Active member in good standing for two years or more, and has previously served one full term on the board.
- b. **Vice President**
  - 1. Active member in good standing for two years or more.
- c. **Secretary**
  - 1. Active member in good standing for one year or more.
- d. **Treasurer**
  - 1. Active member in good standing for one year or more.
- e. **Director**
  - 1. Active member in good standing for one year or more.

### Section 2 - Committee Chair/Committee Member

- 1. Active member in good standing for one year or more.
- 2. Has background or interest and skills relative to the committee appointment he/she is seeking.

### **Section 3. - Executive Director**

1. May or may not be a member of AIA.
2. Is appointed by the Board of Directors to serve AIA for a period of time as determined by the Board.

### **Section 4 - Terms of Office**

- A. Elections for the Board of Directors shall be held annually at a time and place designated by the Board. This may be modified by the Board to accommodate the needs of AIA.
- B. The term of office for the president and vice-president, shall be for one year to begin January 1 following the election.
- C. The term of office for the secretary and treasurer shall be for two years to begin January 1 following the election.
- D. Despite the expiration of a director's or officer's term of office, a director or officer shall continue to serve until the successor is elected, appointed, or designated and qualifies.
- E. Should a vacancy occur in any office prior to the completion of the term of office, it shall be filled by an appointment by the President with approval of the Board of Directors, to complete the time remaining.
- F. An individual may be elected to either the office of President, vice-president, Secretary, or Treasurer for not more than two consecutive terms. After two consecutive terms any qualified individual may be reelected to the same office after an absence of at least one term.
- G. A director or officer may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the notice is received unless the notice specifies a later effective date.
- H. Removal of a director or officer elected by the voting members may be removed by a majority vote of the members with or without cause at a meeting called for the purpose of removing that individual. A director or officer elected by the board of directors may be removed with or without cause by the vote of the majority of the directors then in office.

### **Section 5 - Responsibilities of Elected Officers**

- A. All elected officers are expected to attend board meetings and the annual meeting.

#### **1. President**

- A. The president is the chief executive officer and chief administrative officer and shall be responsible for the following:

1. Presides at and prepares the agenda for all meetings of the Board of Directors and the annual meeting of AIA. The President shall be the Ex-Officio member of all committees of AIA and while serving on the committee shall only vote in the event of a tie vote with said committee.
2. Appoints, with approval of the Board, any position for appointed office deemed necessary to maintain the proper functioning of the business of AIA.
3. Approves all expenditures up to \$500. Expenditures over \$500, whether recurring or not, must be approved by the Board of Directors.
4. Submits reports as determined by the Board and an annual report at the general membership meeting.
5. Has such powers as are necessary for the supervision and functioning of AIA as prescribed by the Board of Directors within the scope of the bylaws of AIA.
6. Conducts day-to-day business affairs of AIA in cooperation with the Board of Directors.
7. Appoints representatives for special projects with the approval of the Board of Directors.
8. Represents the organization before other groups or agencies or delegate to designated members.

## **2. Vice President**

- A. The vice president shall preside over meetings in the absence of the President and replace the President in case of the latter's inability to function in office for the duration of the unexpired term, and when so acting shall have all the powers and responsibilities of the president.
- B. Have such powers as are necessary and proper as prescribed by the President and/or the Board within the scope of the bylaws of AIA.

## **3. Secretary**

- A. The Board secretary shall be responsible for the following:
  1. Keep the minutes and records of AIA.
  2. Maintain copies of records of all committee meetings, Board meetings and annual meetings until the end of term of office and pass them on to the successor.

3. Present the minutes at the Board meeting and other meetings as designated by the Board.
4. Have such other duties and powers as the President or Board prescribes.

#### **4. Treasurer**

A. The Treasurer shall be responsible for the following:

1. Financial planning and budget allocation.
2. Supervision of the general funds and accounts of AIA.
3. Prepare and present periodic and annual reports of the financial status of AIA to the Board of Directors.
4. Arrange to have the financial books of AIA audited annually by an independent CPA firm approved by the Board.
5. Prepare, or arrange with Board approval for preparation and filing of all tax information filings required by the IRS, state and local agencies.
6. Publish the annual financial report for the membership.
7. Have such other responsibilities and powers as directed by the President and/or the Board.

#### **5. Responsibilities of the Board of Directors**

A. The Board of Directors shall oversee the administrative business and carry out the policies of AIA including:

1. Contract on behalf of AIA; enter into legal agreements; create committees; appoint chairpersons of committees; approve the budget; and appoint and remove agents and employees.
2. Consider amendments to the bylaws and determine their adherents to the purposes of AIA.
3. Approve use of the mailing list for purposes other than those necessary for the functioning of AIA.
4. Have other powers and authority as is necessary for the proper functioning of AIA within the scope of the bylaws.

## **6. Executive Committee**

- A. The executive committee shall include the President, vice president, Executive Director, Secretary and Treasurer.
- B. The Executive Committee shall:
  - 1. Meet at least quarterly by phone or in person to decide on day-to-day administrative duties necessary to run AIA.
  - 2. Make policy change recommendations to the Board of Directors.
  - 3. Perform such other duties required for organizational operations.
- C. The executive committee shall be subject to the orders of the Board of Directors and none of its acts shall conflict with the actions taken by the Board.

## **7. Executive Director**

- A. The Executive Director shall be responsible for the following:
  - 1. The day-to-day operations of AIA, as specified in the bylaws, and such other duties as designated by the President and/or the Board of Directors.

## **Article 6 - Meetings**

### **Section 1 - Annual Members Meeting**

- A. AIA shall convene a meeting for the general membership annually at a place and time to be determined by the Board of Directors.
- B. Notice shall be made to each voting member of record at his/her last known address and/or e-mail address no less than 30 days prior to the annual meeting.
- C. All issues other than bylaws changes and election of directors and officers shall be by voice or ballot vote at the discretion of the Board and will be decided by a simple majority of those members present at the meeting.
- D. A quorum for bylaws changes and election of directors and officers shall be twenty-five percent of the votes entitled to be cast, in person or by proxy.

## **Section 2 - Meetings of the Board of Directors**

- A. The Board of Directors shall hold a Board meeting twice yearly and one meeting will be designated the annual meeting which shall be open to all members at a time and place to be determined by the Board. If agreed upon by all members of the Board, one or more meetings may be made by telecommunication at an agreed-upon date and time.
- B. No meeting shall be held without the President or vice president in attendance.
- C. A simple majority of the members of the Board shall constitute a quorum and is necessary to conduct business.
- D. The Secretary or a designated member of the board will be responsible for taking minutes of the meeting.

## **Section 3 - Special Meetings of the Board of Directors**

- A. Special meetings may be called by the President or other members of the Board of Directors.
- B. The purpose of such meetings shall be made known to all Board members with at least seven working days notice except in cases of emergency.

## **Article 7 - Elections and Voting**

### **Section 1 - Nominations**

- A. The Nominating Committee will consist of three members composed of a chair appointed by the Board of Directors along with two additional members.
- B. The Nominating Committee chairperson will report to the President.
- C. The election of officers and directors will be held annually as needed to fill positions and as prescribed by the bylaws.
- D. The Nominating Committee shall:
  - 1. Call for candidates. This notice will be placed in the newsletter and on the AIA web site.
  - 2. Receive all qualified nominations for those positions opened in the upcoming election.
  - 3. Prepare and publish a ballot containing all qualified nominees for each elective office to be filled.
  - 4. Count and record the votes received following the deadline for voting as stated and shall notify the Board of Directors of the results.
  - 5. Publish the voting results in the next AIA publication or on the web site.

E. The President or his/her designee shall notify the winners of elected positions.

## **Section 2 - Elections**

- A. Election of officers and directors shall be through ballots prepared by the nominating committee. A ballot shall be sent to each voting member of record at his/her last known address and/or e-mail address as determined by the Board.
- B. A voting member shall have one full vote for each position up for election, cast either by mail or electronically as determined by the Board.
- C. The candidate receiving the largest number of votes shall be elected.
- D. In the event of the tie, the Board of Directors will determine the appropriate means of resolving the tie.
- E. The terms of elected office take effect on January 1 following the election.

## **Article 8 - Committees**

### **Section 1 - Standing Committees**

A. The standing committees shall be those determined by the Board of Directors.

### **Section 2 - Special Committees**

A. Special committees are appointed by the President and approved by the Board of Directors and shall serve until their specified task is completed or until they are discharged.

## **Article 9 - Compensation**

Salaries or other compensation for any officer, director, employee or independent contractor shall be approved in writing at a duly held meeting of the Board of Directors.

## **Article 10 - Representatives**

Regional and state representations shall be appointed by the Board of Directors from time to time. They shall serve as good will ambassadors to promote the goals of AIA.

## **Article 11 - General Provisions**

### **Section 1 - Fiscal Year**

- A. The fiscal year shall be from January 1 through December 31.

### **Section 2 - Conflict of Interest**

- A. No member of the Board of Directors, principal officer, or member of a committee with governing board delegated powers may vote on any matter in which they have a personal or financial interest or a conflict of interest. Such person has a responsibility to alert the Board to any conflict before a vote is taken. The board shall establish and maintain a conflict of interest policy.

### **Section 3 - Indemnification**

- A. The officers, directors, employees, fiduciaries and agents of AIA shall be indemnified by AIA to the fullest extent permitted by Colorado law as the same exists or may hereafter be amended.

### **Section 4 - Dissolution of AIA**

- A. Voluntary dissolution of AIA must be approved by the Board of Directors and membership. A call for a special meeting for the voting membership by the president for the purpose of dissolution of AIA is required at least 30 days in advance of the meeting.
- B. The dissolution requires at least three-fourths vote of the Board of Directors and at least three-fourths vote of the voting membership in attendance at the special meeting. The resolution to dissolve AIA is preceded by a preamble, followed by a motion and vote to rescind the bylaws. The notice of dissolution of AIA, including its reasons, shall then be sent by mail to all members of record.
- C. Upon dissolution, the assets of AIA 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 a public purpose.

## **Article 12 - Amendments to the Bylaws**

- A. A voting member of the organization may move to amend the bylaws by submitting such a motion in writing to any board member at least two months prior to an annual meeting.
- B. Upon receipt of a motion to amend the bylaws, the Board of Directors will act on the motion and if passed by a three-fourths vote of the board, it will go to the members who must approve the motion with at least two thirds of the voting members voting in the affirmative.

- C. Notwithstanding Article 12 B, the bylaws may be amended by either (a) three fourths of voting members voting in the affirmative or (b) by unanimous approval of the Board of Directors.

### **Article 13 - Amendments to the Articles of Incorporation**

The Board of Directors may amend the articles of incorporation at any time without member approval.

I, Nancy Cullen Graves, Secretary the of Alliance of International Aromatherapists, a non-profit corporation organized under the laws of the state of Colorado, do hereby certify that at a meeting of the Board of Directors, held in accordance with the Bylaws on the 25<sup>th</sup> day of June, 2010, at which a quorum was at all times present and acting in person, did amend the attached Bylaws.

I have hereunto set my hand as Secretary of said corporation this 25th day of June, 2010.



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Nancy Cullen Graves, Secretary