

My name is Robert R. Stitt. I have spent much of my life participating in non-profit organizations as a member, volunteer work, committee chair, officer, and member of board of directors, including four years as committee chair, twelve years as a member of the Board of governors, two years as Executive Vice President and two years as President of the National Speleological Society. I also served many years as President, Treasurer or Board member of the Northwest Folklife Festival Association and the Seattle Folklore Society.

I have been associated with, although not a member, the National Association for Holistic Aromatherapy (NAHA) for the last seven years and served as an unofficial advisor to the NAHA Bylaws Committee at one point. In my opinion the current NAHA Bylaws, as published on the NAHA Web Site, are significantly flawed and preclude the operation of a functional organization.

1. NAHA is ultimately governed by a “National Board of Directors”, but responsibility for day-to-day operation is in the hands of an Executive Committee that consists of only one less member than the National Board. This situation precludes the National Board having any effective oversight of the actions of the Executive Committee.
2. The Additional member of the National Board is supposed to be elected by the “District and Regional Directors” but no method of doing so is specified. The District and Regional Directors are appointed by the President, subject to the approval of the National Board. Thus any control is circular in nature. In addition, the Bylaws are very confused as to the relationship among the District, Chapter, and Regional Directors.
3. Elections for the National Board are apparently administered by the National Board, instead of an independent committee. This could result in impropriety or the appearance thereof.
4. There are no financial controls on the organization. There is no Treasurer specified in the Bylaws and nowhere are the functions usually carried out by the Treasurer assigned to any person or committee. There is a reference to a “Finance Committee” but nowhere are its duties defined. The members of the Finance Committee are apparently the National Board with the addition of the “Executive Administrator” who is apparently the very person over which the Financial Controls might be needed. The responsibility for conducting the “business and financial affairs” of the organization is assigned to the National Board, and presumably it has the power to delegate that responsibility and apparently it has delegated it to the President.
5. Governance succession within the organization as defined in the Bylaws is seriously flawed. The Officers who serve as the members of the Executive Committee and most of the membership of the National Board are elected by a process that is at least defined, although the Board is given the power to shift the

timing and method perhaps more than it should. However, in the event of resignation of any of the members, the President alone is given the power to appoint new members of the National Board. This has the potential for abuse of power without any checks, and in fact that is what has apparently happened in the organization.

6. The adoption of the current Bylaws is subject to question since the previous Bylaws were not clear as to Amendment processes and the process for adopting the new Bylaws was flawed.
7. There are numerous other confusions and opportunities for confusion in the Bylaws. Committees are mentioned but not defined, duties assigned that are not possible to be carried out, and a general confusion of processes are some of them.

The combination of these flaws in the previous Bylaws and in these current Bylaws has led to the following scenario over the last several years:

1. Under the previous Bylaws officers were elected from a Region of the Country and the officer duties were expected to move from one region to another in subsequent elections.
2. During the tenure of one such regional supplied set of officers, there were concerns on the part of some members about fiscal propriety, so they ran in the election from a different region, with concerns about financial auditing as a plank in their platform. The election was being conducted by the previous administration, which ignored requests for an independent election. Instead their hand-picked candidates from another region ran and “won” the election. Although there were concerns about propriety by the losers, they took no action to complain other than a request to the NAHA Ethics committee for an independent election. The Ethics Committee ignored that request, and it later was revealed that the Chair of the Ethics Committee was a candidate in the upcoming election. Most of the losers were purged from the organization by means that will seem familiar after the completion of this section.
3. The “winners” in the election then decided to revise the Bylaws, but dismissed the previous Bylaws Committee and presented a new draft and voted on the draft in an Internet/e-mail election, and apparently accepted changes to the text of the Bylaws from the voters. It is not known if the revised Bylaws were then resubmitted to the membership for approval.
4. The new administration, after two years, then ran for reelection under the “New” Bylaws, and because there were no viable opposition candidates, won re-election.
5. The President then engaged in erratic behavior (some of which is documented in the Affidavits) that resulted in the alienation of volunteers and Officers until most were either purged or resigned in disgust, until only the President and the Vice President remained as elected members.

6. The Executive Committee then operated with diminished membership. The President essentially ran the organization by herself, and either refused to call EC meetings or to document them when they occurred.
7. The President then resigned her office, with 60 days notice. Because the remaining duly-elected Officer had sided with a resigned Officer in asking for accountability, the duly-elected Officer was shunned by the Board and an attempt was made to purge her. Then her resignation was demanded. To date she has not yet resigned, although she has stated that she will resign if the Association pays bills that she had authorized, with Board approval, during the last several months.
8. After the President resigned, she then invoked the poorly defined Bylaws to hand the Presidency over to the Previous President (it is unclear whether she is the “Immediate Past President” referenced but not defined in the Bylaws) who then appointed a new Board to run the organization until the next elections, which had been previously scheduled for April of 2004.
9. Because of the deteriorating situation in the organization, and the inability of the resigned Officers to obtain information from the remaining Board or Officers, a group of previously purged volunteers and officers posted an Internet Petition and indicated that they would submit it to the various government oversight entities. Instead of responding to the Petition, the new officers accused the petitioners unfairly and when the last remaining elected officer hired a lawyer to investigate the charges, not only failed to pay the legal bill but also shunned the officer and demanded her resignation.
10. At this point in time (March 1, 2004) we have an organization that is being governed by persons who have no connection to those who were duly elected by the Membership. It is unknown whether the Colorado Attorney General has been notified of this situation as per the Bylaws and the Colorado Code.

Who is the “Immediate Past President”?

It may seem that the definition of the term “Immediate Past President” is clear, but in fact it can be subject to ambiguity. Neither the Colorado Code nor Roberts Rules of Order appear to address the issue, and the NAHA Bylaws use the term but do not define it. The question has to do with how the word Immediate is applied. If a President is elected to two terms, is the previous President still the “Immediate” past president during the second term of the new President, or “Immediate” only during the first term? Thus there is a question as to whether the “Previous” Past President should have succeeded the resigned President, or whether the Vice President should have. In this case, since the Vice President seems to have been perceived as a political enemy of the resigning President, the succession went to the previous President. Arguments can be made both ways.