

Dear Sandra and Members of the Board:

5/28/13

It appears to many members who have served CAMFT for many years with notable distinction and in responsible positions, and an increasing number of concerned and shocked members, that there has been an attempt to essentially “take” the corporation from the membership, with no prior disclosure to the membership of the Board’s intent, by transforming CAMFT from a corporation representing the special interests of marriage and family therapists (and controlled by LMFTs), to a corporation representing the interests of all mental health professionals. This is done with no assurance or requirement in the proposed Bylaws that any LMFTs participate in control of the newly-purposed organization. Members are discovering, or have already discovered, that this proposed transformation comes with not only a total lack of transparency (a core value of CAMFT), but the appearance of an intent to deceive or mislead the membership by concealment of that which should have been disclosed.

There has not been one article in CAMFT’s publications over the past five years, and not one communication to the membership in any form, about these proposed dramatic changes to the corporation, that would leave the LMFT profession as the only health profession in the state of California without its own “special interest group.” Had the Board been proud and excited about this dramatic change, one would think that this would have been shared with the membership long before the arrival of the Bylaws vote 2013 booklet and ballot (the booklet).

Licensees in all of the other health professions, like LMFTs for the past four decades, are proud of their respective professions and special interests. CAMFT and its members have been proud to advocate to end the discrimination against LMFTs, wherever it exists, to push for greater utilization of LMFTs, and to advance the profession as an art and a science. CAMFT has fought hard and successfully (e.g., mandating insurers to pay LMFTs, employment in county mental health for LMFTs, and much more) for LMFTs to be treated equally with the other mental health professionals, sometimes over the strong opposition of the social work, psychology, and other licensed professions.

It appears to many members that the Board may have realized that if the membership had prior knowledge of the intent to end the special interest group known as CAMFT, and to convert it into an organization (soon to be renamed) representing and advocating for all mental health professionals, that there might be alarm, shock, opposition, and considerable debate or discussion. Although it has been stated or implied that advocacy for LMFTs will continue without diminishment, this cannot be – for it would be a violation of the spirit and clear intent of the proposed Bylaws and would render them a fraud and a deception. From the moment the Bylaws pass, if they do pass, the organization will be devoted to advocating for all licensed mental health professionals - not solely LMFTs – and that mission will be pursued.

According to communications from the Board, this has been the intent for years, as evidenced by an earlier change to the strategic plan. While I am not aware that you have publicly acknowledged this to the membership, I understand that the organization has reserved one or more names for a future website – none of which include marriage and family therapists or marriage and family therapy – but rather – something akin to mental health professionals. None of this was disclosed to the general membership. The membership’s very first clue about what could possibly occur came in the form of the Bylaws vote 2013 booklet. It appears to many that there was a deliberate attempt in the booklet to keep the membership in the dark regarding the dramatic changes being proposed by downplaying their significance by, for example, misleading the membership as to the need for a “modernization” or “update” of the supposedly way out of date Bylaws – pointing out that they were originally drafted in 1964 and that they needed to comply with “modern California law”. In fact, the Bylaws have been amended periodically over the years, with much thought, and were amended again in June 2009, after research and drafting of the proposed changes by a current CAMFT staff attorney to assure that the Bylaws were not in conflict with the then existing nonprofit corporation

law. I reviewed her work at the time, and found that she did a fine job. Those Bylaws were voted upon (and passed) by the Board and the membership (~~with strikeouts~~) in June 2009.

The Board and the membership did not have a hard time reading and understanding the 2009 proposed amendments to the Bylaws. No one complained at the time of a patchwork of hard to read old amendments, or as has been described, Bylaws that were so outdated that they could not be presented in ~~strike-out~~ fashion so members could see what is being eliminated or repealed and what is being put in its place. In fact – there was no need for “modernization” - there have been very few changes (primarily technical rather than substantive) to the nonprofit corporation law since 2009. But members were led to believe otherwise.

The proposed Bylaws are not an “update” or “modernization” – rather, they represent an entirely new direction for the corporation – and the membership is learning this reality as each day passes, much to their shock, dismay, and anger. However, it appears clear that many members thought this was just an update and modernization of the Bylaws – nothing big or important – just as represented in the booklet. Some who have already voted feel duped. In fact, in the “Executive Summary of Proposed Changes,” under the section dealing with the purpose of the organization, it says that “the purpose was modified and modernized to reflect the spirit and goals of the strategic plan.” What can be more important than the purpose of an organization? Do you not see that the real intended purpose for the organization was not disclosed in the Executive Summary?

The Board neither disclosed in the Executive Summary that the new purpose was the advancement of and advocacy for all mental health professionals, nor did it disclose that the advocacy for marriage and family therapists was being stricken from the Bylaws. Some might not feel a need to read the actual content of the proposed Bylaws closely when the purpose of CAMFT is just being “modified” and “modernized” to reflect the spirit and goals of the strategic plan (not included in the booklet and in conflict with the existing Bylaws). With further respect to the failure to disclose, the booklet did not contain the current Bylaws that were proposed for repeal, but only contained the Bylaws proposed for passage.

The “Executive Summary of Proposed Changes” and the proposed Bylaws are pock-marked with errors or misstatements, one or more of which appear to be intentional. Most notably, the assertion made in the Executive Summary regarding CAMFT’s Standing Committees and the statement that there are only two kinds of committees that are permissible under the law, one of which is “advisory.” In other words, the clear inference is that the proposed Bylaws are changing the Standing Committees to “Advisory Committees” because Standing Committees are no longer permissible. And for emphasis, members are told that “outside counsel” noted that there are only two types of permissible committees.

In fact, the law makes no reference to “advisory committees.” Additionally, the law does not say that there are only two types of permissible committees. There exist Standing Committees (created in Bylaws) in thousands of nonprofit organizations in California and around the country. I know of no state where Standing Committees are not permissible. The creation of this fiction – that Standing Committees are no longer permissible - appears to be a convenient (and misleading) way to effectuate a lessening of the power and functions of the Elections, Nominations, and Ethics Committees, as established in the existing Bylaws. Members are likely to vote for something when they are told that the change must take place because the way it presently exists is not permissible!

I believe that the Board of Directors may be vulnerable in a lawsuit that, among other things, could seek to overturn the Bylaws vote, or enjoin its implementation, on the basis that the Bylaws vote booklet was defective and deceptive, and part of a plan to take from the membership the very organization they joined, leaving the LMFT profession without its organization of more than forty years that advocates solely for the advancement, recognition and utilization of the LMFT

profession. There are other factors that support the conclusion that the vote should be set aside or reversed, including the failure to allow pre-licensed persons to vote on the proposed Bylaws (since their rights would be diminished by the inclusion of others who are not pursuing the MFT license in the pre-licensed member category), and the email blast (5/22/13) that was sent to members during the voting period – giving some members more information than those who had previously voted.

Should you and the Board be willing and open to reconsidering the path that you have taken thus far, and be willing to do the right thing, and to do so with a sense of ethics and responsibility to the profession and the membership, there is a way to reverse course now. There is still time to be responsive to the membership and to recognize that the process was, to be kind or generous, fundamentally flawed. I strongly recommend that if the proposed Bylaws pass, you take prompt action to nullify, set aside, or reverse the Bylaws election vote, due to end on June 6, 2013. I understand that you have been told that you cannot nullify or set aside the election, but I want to assure you that there is more than one way to properly do so - if there is the desire. It is my understanding that as of yet, the Board has been unwilling to do so. The Board takes this position at its peril.

I am available to help you and the Board should you decide that a different course is wise, prudent, and the ethical thing to do under the circumstances. Recognition of the need for transparency and full disclosure in a matter of this importance should convince you to not dig in your heels, but to be leaders of this mutual benefit corporation by respecting the 30,000 members who joined CAMFT with a clear understanding of its focus.

I must state for the record that to date, I, as “Of Counsel” to CAMFT, have not been consulted by the Board with regard to any aspect of the proposed Bylaws development or publication processes. It is my belief and understanding that your failure to consult or inquire in that regard has been knowing and intentional. When I received the Bylaws vote booklet in very early May, I was shocked after a cursory review. I thereafter wrote the attached memo to Jill.

Sincerely,
Richard S. Leslie, Of Counsel

P.S. I have purposely avoided addressing the rationale(s) being given for the proposed dramatic changes to CAMFT (likely to be renamed sooner rather than later if the proposed Bylaws mean what they say), but I cannot neglect to observe that even if one were to assume that the numbers of people entering the profession might decrease over the next ten to fifteen years, that should result in more advocacy for, and promotion of, the profession - not a virtual abandonment of CAMFT's core purposes!

Attached: My memo to Jill Epstein dated 5/6/13
cc: Jill Epstein, Executive Director