

*BYLAWS OF THE
WESTERN STATES HOSTAGE NEGOTIATORS' ASSOCIATION*

Presented & Ratified at the General Membership Meeting on May 24, 2010

ARTICLE I: PURPOSE

A. The purpose of the Western States Hostage Negotiators' Association, hereafter known as the association, is to improve the working environment of law enforcement and correction agencies of the western United States and western Canada which have designated employees as crisis or hostage negotiators.

B. The goal of this association is to develop in members a higher degree of proficiency in the performance of their professional duties. The association shall provide training for members, and the association shall act as a resource and conduit for information sharing.

C. This association shall be a non-profit organization registered in compliance with the laws of the State of Washington and the rules of the Internal Revenue Service. This association will not endorse a candidate for public office, and no member shall use the name of the association in any private endorsement without proper approval. In accordance with 501(c) requirements, IRS Code 501(c) (3) shall be kept on file by the business manager.

ARTICLE II: MEMBERSHIP & VOTING

A. Membership in this association shall include those persons who have paid the dues as determined by the Board of Directors. Eligible persons include sworn law enforcement, correctional, military, or communications personnel who are currently assigned as a crisis or hostage negotiator for their respective agencies. Eligible persons may also be personnel who act in a support capacity in those situations where negotiators are utilized or a contributor and/or supporter of the concept of crisis negotiation.

B. Applications for new members will be submitted to the business manager and will be submitted on an approved membership application. Applications for membership may be reviewed and approved or denied by the Executive Board. Any applicant denied membership will be informed the reasons for the denial by the Director of Communications.

C. All members in good standing have the right to vote on issues pertaining to the association. Members must be present at meetings to cast their vote.

D. Members will be considered in good standing as long as dues are paid for the calendar year currently in progress. The Executive Board may take action to remove a member with due cause.

E. Failure to pay annual dues shall result in automatic loss of membership.

F. Any member may resign from the association by filing a resignation with the membership

committee.

ARTICLE III: ORGANIZATION

A. The affairs of the association shall be managed by the elected officials and by the business manager at the direction of the Executive Board.

B. The elected officers shall consist of one President, one Vice-President, one Vice-President of Events (appointed), one Secretary/Treasurer, one Director of Communications (appointed), and five Representatives. Representatives will be elected from and be responsible for representation of;

- Position #1 Washington
- Position #2 Oregon & Hawaii
- Position #3 Nevada & Northern California
- Position #4 Montana & Idaho
- Position #5 Canada & Alaska

C. If in any given election year a state/province has no attendees to the annual conference, or those in attendance from the state/province in question have no desire to participate on the board, a representative for that state/province shall be elected from the membership at large, to represent the state/province in question. The elected person does not need to be in attendance to be elected, provided that a member in good standing is aware of the person's desire to be a board member.

D. All positions except the Representatives will constitute the Executive Board. All positions including the Representatives will constitute the Board of Directors.

E. The officers shall be members in good standing and elected by a majority vote of the members of the association at the spring meeting, except as deviated by the definitions below. The elections will be conducted by the Vice-President of Events.

F. Officers shall be elected to serve a two-year term. There is a three-term limit.

G. Officers shall be nominated from the floor by active members and will be elected by a majority vote at the annual conference. Newly elected officers will assume the duties and responsibilities of the office thirty days after the election. The President and Representatives #1, #3, and #5 will be elected on odd years. The Vice-President, Secretary/Treasurer, and Representatives #2 and #4 will be elected on even years.

H. In the event of a vacancy in any association office caused by prolonged absence, disability, resignation, termination, or removal, the Executive Board shall appoint a qualified member to serve the balance of the term.

I. Duties of each office are defined but not limited by the by-laws. Any member of the Board of Directors may be called upon by the President to perform a task for the good of the

association.

(1) President: The President shall preside over all meetings, including but not limited to Board of Director meetings, Executive Board meetings, general membership meetings and other meetings and/or training. The President is the voice of the association and will delegate his/her authority as necessary.

(2) Vice-President: In the absence of the President or the inability of the President to perform those duties, the Vice President shall perform said duties of the President and such other duties as may be assigned by the President or the Executive Board.

(3) Vice-President of Events: The Vice-President of Events will be appointed by the President with a concurrence of the Executive Board. The Vice-President of Events will be responsible for assisting in the planning and logistics related to the Association's annual conference, including but not limited to venue, speakers, and training to be provided. The Vice-President of Events will coordinate with industry vendors that have products and services applicable to hostage crisis negotiations and will cooperatively work with those vendors to ensure association members access to the latest in technology. The Vice-President of Events may create a conference committee upon approval of the Executive Board for the planning of the annual conference. The Vice-President of Events in cooperation with the Executive Board will attempt to provide the most useful and appropriate training at the annual conference. The Vice-President of Events serves at the will of the Executive Board.

(4) Secretary/Treasurer. The Secretary/Treasurer shall have charge and custody and be responsible for all funds and accounts of the association and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as may be assigned by the President or Executive Board. The Secretary/Treasurer will work in concert with the Business Manager to assure all financial records are maintained and receive and give receipts and keep records for all monies due and payable for and by the association. The Secretary/Treasurer will record and maintain custody of all minutes from any Executive Board meetings, board meetings and general membership meetings.

(5) Representatives: Representatives shall attend all Board of Director meetings of the association and perform any other duties as designated by the President or Executive Board.

(6) Executive Board: The Executive Board shall be empowered to conduct such association business as may be necessary to further the purposes of the association. All business conducted by the Executive Board shall be reported at the next Board of Directors meeting. A majority vote is required to conduct association business by the Executive Board. Six members will constitute a quorum for the Board of Directors to conduct association business.

(7) Business Manager: The Executive Board will have an appointed business manager

to manage finances, collect dues, and oversee the billing of members. This person will also maintain an accurate membership list. The business manager will perform the functions as directed by the President and/or the Secretary/Treasurer. The business manager, unless a member, shall not have voting rights.

(8) Director of Communications: The Director of Communications will be appointed by the President with a concurrence of the Executive Board. The Director of Communications will be responsible for the web site, publications that represent the association, training bulletins, routine correspondence of the association, and any correspondence or publications as directed by the Executive Board. Funds to adequately maintain the Director of Communications will be provided as approved by the Executive Board. The Director of Communications will be required to maintain an accounting of all expenses incurred by fulfilling the position. The Director of Communications shall submit a written budget proposal for each calendar year. The Director of Communications serves at the will of the Executive Board.

J. Committees may be established by the Executive Board to complete assignments deemed necessary by the President for the good of the association. Committees can be of a number sufficient to complete the assigned task, but each committee must include at least one member of the Board of Directors.

ARTICLE IV: MEETINGS

A. General Membership meetings will be held annually. The meeting will be held at the association's annual conference. A simple majority of voting members present shall carry any vote at a general membership meeting.

B. The Board of Directors will meet twice yearly to conduct association business. At least six members of the Board of Directors must be present to constitute a quorum.

C. The Executive Board can meet anytime the President deems it necessary to conduct association business. At least four members must be present to constitute a quorum.

D. Meeting agendas will be provided as soon as possible in advance of all meetings.

ARTICLE V: FINANCIAL

A. The Secretary/Treasurer in harmony with the business manager shall keep all accounts and records of financial matters. These books shall be open to inspection and be audited every two years by person(s) appointed by the Executive Board.

B. Annual dues shall be collected during the month of January. Dues shall be \$35.00 per year per individual member. Dues may be changed by a majority vote of the membership.

C. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall only be issued with the approval of

the Secretary/Treasurer or other Executive Board member, or members of the conference committee appointed by the Executive Board. When the financial obligations for a conference have been completed, the business manager will be notified that the conference committee will no longer have approval as noted above.

D. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

E. No member, officer, employee, or other persons connected with the corporation or any other private individual shall receive, at any time, any of the net earnings or profit from the operations of the corporation. Provided that this provision shall not prevent payment to any such person as reasonable compensation for service rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Executive Board. Furthermore, no such person or persons shall be entitled to share in the distribution of, and shall not receive any of, the corporate assets on dissolution of the corporation.

ARTICLE VI: AWARDS

A. Recognition is an essential element of any association that strives for improvement of the members. Two awards will be established and may be given annually and will be presented at our annual conference. There is no requirement to present the award every year. To avoid our awards from becoming a requirement rather than a true recognition of outstanding behavior it is not mandatory that each award is given annually. Two awards will be established.

(1) The WSHNA Distinguished Service Award is established to recognize an outstanding event of crisis negotiations. Regardless of the type of incident, i.e. suicide intervention, barricaded subject, or hostage taking, this award is meant to recognize a single event where the negotiator exemplified himself or herself by utilizing negotiation skills to resolve an event. This award can be given to any negotiator who is recognized as such by their law enforcement or correction agency. While realizing that a successful negotiation is many times accomplished by a team effort, this award can be given to a team, as well as an individual. Recipients of the WSHNA Distinguished Service Award must be past or present members of WSHNA and may be submitted by anyone with sufficient knowledge of the event in question. The nomination must be signed by two people, at least one member in good standing of WSHNA.

(2) The WSHNA President's Award is established to recognize an individual who has made a significant contribution to the Western States Hostage Negotiators' Association or a significant contribution to the art of police crisis negotiations in general. WSHNA recognizes that in any organization or in any endeavor there are persons who consistently come to the forefront to offer time and energy. Through the President's Award WSHNA will strive to recognize some of those dedicated individuals. Recipients of the WSHNA President's Award are not limited to members of WSHNA. However, nominations must be submitted by two people

and one person must be a member in good standing of WSHNA.

B. An Awards Panel will be established. Nominations for the Distinguished Service Award and for the President's Award must be submitted to the Director of Communications no later than April 1st of any year. The Director of Communications will then convene a meeting of the Executive Board to review and discuss any nominations received. If more than one nomination is received for a category, then the Executive Board will vote to establish the award winner. It is not required that Distinguished Service Award or the President's Award be awarded each year. It will be the decision of the Executive Board what will represent the award and actually be given to recipients, i.e. plaque, certificate, monetary amount, gift certificate, etc.

ARTICLE VII: AMENDMENTS

A. These by-laws may be altered, amended or replaced, and new bylaws may be added at any regular meeting.

ARTICLE VIII: DISSOLUTION

A. Dissolution of the association shall occur only upon the unanimous approval of the Board of Directors and a majority of at least three-fourths of the members attending the annual meeting of the association.

B. Upon dissolution, the assets of the association shall be distributed in a manner determined by the unanimous vote of the Executive Board and in accord with IRS Code 501(c) (3). Under no circumstances shall the assets of the association go to the benefit of any individual member of the association.

ARTICLE IX: LIABILITY

A. Statement of liability limitation of officers and representatives: The Corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by the law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status of such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article.