

BYLAWS OF THE  
WESTERN STATES HOSTAGE NEGOTIATORS' ASSOCIATION

Last Amended & Approved by Board of Directors on June 6, 2020

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. The Association may dispense funds to agencies to assist with regional training, provided that established guidelines have been met. The Association may dispense funds to individuals to assist with training costs, provided that established guidelines have been met. The Executive Board shall review established guidelines for both regional training and individual scholarships yearly.

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 Executive Director.

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. Retired persons within the above criteria are also eligible for membership.

B. Applications for new members will be submitted to the Executive Director 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 Executive Director.

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 if dues are paid for the current membership

year, April 1, 20xx to March 31, 20xx. 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 Executive Board.

### ARTICLE III: ORGANIZATION

A. The affairs of the Association shall be managed by the elected officials and by the Executive Director at the direction of the Executive Board.

B. The elected and appointed officers shall consist of one President, one Vice-President, one Vice-President of Events (appointed), one Secretary, one Treasurer, and one Executive Director (appointed), and six Representatives. Representatives will be elected/appointed from and be responsible for representation of their respective district.

Position #1 Washington

Position #2 Oregon

Position #3 Nevada & New Mexico

Position #4 Montana & Idaho

Position #5 British Columbia & Alaska

Position #6 Representative At Large

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.

(1) Nominees for positions to the Executive Board shall be members currently serving as a member of the WSHNA Board of Directors and completed a minimum of one full term. If there is no Board of Director member willing to accept a nomination to the Executive Board, a nomination may be made from the general membership.

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. Elected board members may only serve three consecutive terms in a specific board position.

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, Treasurer, and Representatives #1, #3, and #5 will be elected on odd years. The Vice-President, Secretary, and Representatives #2 and #4 will be elected on even years. Representative #6 is an appointed position. The President shall appoint Representative #6 for a term of one year, beginning and ending at the annual conference. (Note: To maintain a continuity of leadership and knowledge, this is an ideal position for the outgoing President, but not a requirement of the position).

(1) The nominations and elections of District Representatives (1-5) will also be made during a district meeting at the annual conference and reported to the General Membership Meeting.

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: The Secretary will keep minutes of all meetings of Members,

Executive Board, and the Board of Directors. The Secretary will maintain custody of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the President or Executive Board.

(5) Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the President or Executive Board. The above responsibilities may be accomplished by the Executive Director or the use of an outside entity which will be under the direct oversight and/or control of the Treasurer.

(6) District Representatives: Representatives shall attend all Board of Director meetings of the Association and perform any other duties as designated by the President, Executive Board, or Executive Director. Assigned tasks are expected to be done in a timely manner. District Representatives are expected to answer all communications in a timely manner. District Representatives are expected to maintain a current database of contacts, i.e. Team Leaders (Law Enforcement & Corrections), FBI Contacts, Training Companies, leaders in the field of Crisis Negotiation, & anyone beneficial to our mission. District Representatives are expected to maintain open lines of communication with Crisis Negotiation interests within their district. District Representatives should coordinate at least one training event per calendar year. District Representatives should endeavor to attend 'team training days' as much as possible.

(7) 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. Assigned tasks are expected to be done in a timely manner. Executive Board Members are expected to answer all communications in a timely manner. Executive Board Members are expected to maintain open lines of communication with Crisis Negotiation interests within the WSHNA membership area. Executive Board Members should reach out to District Representatives and offer any assistance to coordinate at least one training event per calendar year. Executive Board Members should endeavor to attend at least one training event hosted at the regional level.

(8) Executive Director: The Executive Director will be appointed by the President with a concurrence of the Executive Board. The Executive Director may have a contract with the Association. With the existence of a standing contract, duties and responsibilities are delineated in the contract. The Executive Director will not have a

vote during Executive Board meetings nor Board of Director meetings. The Executive Director does have a vote during General Membership meetings provided he/she is a member in good standing.

(a) The current contract with the Executive Director is available for inspection by any member in good standing.

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 a minimum of 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 Treasurer in harmony with the Executive Director shall keep all accounts and records of financial matters. These books shall be open to inspection and be audited every two years by a person(s) appointed by the Executive Board, which may include a member of the Executive Board

B. Annual dues can be collected at any time. Dues shall be determined by the Board of Directors. Dues may be changed by a majority vote of the Board of Directors.

C. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall only be issued with the approval of the Executive Director, Treasurer or other Executive Board member.

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 Executive Director no later than April 1<sup>st</sup> of any year. The Executive Director 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 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 Board of Directors' meeting or General Membership 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.

#### ADDENDUM #1

##### Funds Distribution for Local Training

###### Purpose

Encourage local level crisis negotiation training in Western States Hostage Negotiators' Association (WSHNA) Districts, thereby achieving WSHNA goals.

The primary goal of WSHNA 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.

Maintain responsible stewardship of WSHNA funds by providing a system for WSHNA members to request funds, Executive Board review of requests and Executive Board approval of worthy requests.

## Policy

WSHNA members may request WSHNA funds to support crisis negotiation training at a local or district level. The request will be reviewed by members of the Executive Board which will approve, deny, or amend the amount of the request. In reviewing the request, the board will consider the current fiscal situation of the Association and the benefit of the training to the membership. The board may consider the opportunity for participants to actively participate in the training, interaction of the local agencies, potential impact on actual negotiation/crisis events, and the ability to practice negotiation skills. Additional factors may include membership participation in the target location and proximity to the Annual Training Seminar/Conference. A cost-per-student guideline amount is established at \$20.00 per student, per day for a maximum of two days. Requests are capped at \$4,000.00, unless waived by the Executive Board.

WSHNA training funds are meant to supplement resources and monies provided by the local agency and are not meant to replace the obligation of the local agency to provide training. The Executive Board will examine the monies and resources provided by the local agency when considering approval of WSHNA funds.

Our Annual Training Seminar/Conference & HNT Competition is recognized as our primary training event of the year. WSHNA would like to minimize any negative effect on our annual training due to scheduling of other training events. While it is not the intent of WSHNA to dictate any times, dates, or places of training not conducted by WSHNA, WSHNA does have the ability to influence the choice of those times, dates, & places. Therefore, it would be the general guideline that WSHNA will not approve requests for training funds within the timeframe of two months prior and one month after the annual WSHNA Seminar/Conference. WSHNA will also not use our influence via the web site, social media, email, and databases to publicize any events within that timeframe. WSHNA does recognize that some events, i.e. FBI sponsored basic courses, come to agencies at no cost and the impact on our Annual WSHNA Seminar/Conference may be minimal. WSHNA may consider some limited support of 'free' training.

## Procedure

Requests should be made at least two months prior to distribution of the funds. The request must be presented by two (2) members in good standing, within the District requesting the training funds. The request can be made to the District Representative or directly to the Executive Director. The Executive Director will review the request and seek answers to any questions the Executive Board is likely to have. The Executive Director will forward the request to Executive Board for a vote.

The written request will include:

- the amount of the request
- projected number of students
- date and location of the training

- fee for training (if any)
- specific purpose of the funds
- objectives and goals for the training
- brief synopsis of the training including speaker/presenter biographies
- contact person

The training facilitators will assure that WSHNA is recognized for the funding support and encourage membership to WSHNA. Recognition includes:

- a presentation to the training body (Power Point or video provided by WSHNA)
- recognition of funding in training announcements
- announcement at the beginning of the training
- WSHNA logos placed within training materials
- WSHNA membership applications distributed during the training
- immediate membership purchase (Square® will be made available & encouraged)
- provide digital pictures of the training

The training may focus on district or local needs and issues and can encourage local participation but must be open to all WSHNA members.

If a fee is charged to participants any funds more than actual training costs must be reimbursed to WSHNA up to the amount of WSHNA funding.

The use of funds may be used for, but not limited to:

- training materials
- speaker fees
- recognition and awards
- training location fees
- lunches
- other items which directly affect the training results

The use of funds may not be used for:

- souvenir, logo, or promotional product type items
- hospitality room supplies, alcoholic beverages, or hospitality room location
- commercially available items that normally would or should be the responsibility of an individual or agency, i.e. books, videos, throw phones, vehicles, team equipment, etc...

It is preferred that vendors/presenters invoice WSHNA directly. However, should funds be made payable to a WSHNA member, appropriate receipts will be supplied within 30-days upon completion of the training.

The final approval of all funds distribution remains solely with the WSHNA Executive Board.

## ADDENDUM #2

### Individual Scholarships for WSHNA Members

This project will expire on December 31, 2017 at which time the WSHNA Board of Directors will revisit the value of funding to individuals.

1. Applicants must be members in good standing for the current membership year. It is preferred that members have attended at least one annual training conference (paid) in the past three years. Members who are newly joined in the past 60-days are not eligible.
2. The intent of Individual Scholarships is for classes normally associated with the art of Hostage & Crisis Negotiation. Individual Scholarships are not eligible for the WSHNA Annual Training Conference or other Negotiation Associations' Annual Conferences.
3. Applicants can request up to Five Hundred Dollars (\$500.00). The amount granted can be used for registrations fees, travel, and/or hotel. Receipts must be provided within 30-days after the training.
4. A maximum of eight (8) scholarships will be provided for the current project year. Individuals may apply only once in two calendar years.
5. Individual Scholarships are limited to one scholarship per agency/regional team in the calendar year.
6. Scholarship requests should be sent to the Executive Director, preferably 60-days prior to the training. The request will be presented to the Executive Board for discussion. The decision to grant the request remains exclusively with the Executive Board.
7. The WSHNA Executive Board may decide without comment on the validity of the training.
8. The decision of the Executive Board is final.

## ADDENDUM #3

### BOARD RESOLUTION OF MAY 4, 2020

Whereas the COVID-19 Pandemic caused restrictions imposed by the State of Washington that made it impossible for our 34<sup>th</sup> Annual Training Seminar to be convened. The subsequent cancellation of our annual event resulted in the failure to comply with the following bylaw items.

- 1) Elections of two District Representatives (District 2 & District 4)
- 2) Elections of two Executive Board positions (Vice President & Secretary)
- 3) General Membership Meeting

Whereas the Board of Directors wishes to move forward with the business of our organization, the following resolution was passed without dissent by the Board of Directors during electronic voting between May 4, 2020 and May 11, 2020.

Be it resolved that the elections of two District Representatives and two Executive Board Positions scheduled for the Seminar of 2020 will be postponed for one year. All expiration dates of current Board Members (Executive Board Members & District Representatives) will be one year later, i.e. if the term expired in 2020, the term now expires in 2021. Likewise, if the term expired in 2021, the term now expires in 2022. This decision was not taken lightly and involved discussion of several options to maintain quality leadership of the organization. Also, be it resolved that the Representative At Large, traditionally the upcoming Seminar Chairperson, will be appointed by the President as normal.

Whereas the Board of Directors is sensitive to the needs of the membership, be it resolved that a general electronic mailing will be conducted in the near future asking for any input that the membership would like to give the Board of Directors, similar to asking for New Business at the General Membership Meeting. All items submitted to the Board of Directors will be answered by a member of the Board of Directors. Any item requiring action by the full Board of Directors, Executive Board, Committee, and/or Executive Director will be given that attention.

Further, be it resolved that upon completion of all tasks above, this resolution shall expire.

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Ver. 3.0 resulted after Executive Board Meetings on September 16-18, 2016. A comment period from October 16-23, 2016 allowed the Board of Directors input and further revisions. Version 3.0 was approved by the Board of Directors during a voting period from October 23-30, 2016.

Ver. 3.2 resulted after housekeeping changes were made to Addendums #1 & #2 on December 15, 2016, resulting in Ver. 3.2.

Ver. 3.3 resulted after 2020 Seminar Cancellation Resolution added on May 11, 2020. A comment period & electronic voting was held from May 4, 2020 to May 11, 2020. Resolution was approved after discussion and passed without dissent.

Ver. 3.4 resulted after a bylaws review was conducted by a committee appointed by President King. The revised bylaws were presented to the Board of Directors and were approved by electronic voting held from June 11, 2020 to June 18, 2020.