

Texas Association of Hostage Negotiators By-Laws

**9060 Teasley Lane Denton, Texas 76210
P.O. Box 175321 Arlington, Texas 76003
(817) 419-7414 Fax: (817) 419-7758**

ARTICLE I NAME

1.1 This corporation shall be known as the Texas Association of Hostage Negotiators, and may be referred to as TAHN (hereinafter the “Corporation” or “TAHN”).

ARTICLE II OFFICES

2.1 The principal office of the Corporation is located in Denton, Denton County at 9060 Teasley Lane, Denton, Texas 76210 with a Post Office Box in Arlington, Tarrant County, Texas at P.O. Box 175321 Arlington, Texas 76003 [TBOC Sec. 5.201(c)]. The Board of Directors may change the principal office from one location to another and such change of address shall not be deemed, nor require, an amendment of these by-laws.

2.2 The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE III NON-PROFIT PURPOSES

3.1 This Corporation is organized and operated as a non-profit corporation under the laws of the State of Texas for the benefit of Hostage/Crisis Negotiation Professionals, promotion of the profession, Training and Education of individuals involved and related to Hostage/Crisis negotiators and other similar non-profit purposes. Any income received shall be applied only to the non-profit purposes and objectives of the corporation and no part of the income shall inure to the benefit of any officer or director of the Corporation. It shall operate strictly within the requirements of section 501 (C) (3) of the Internal Revenue Code and the laws of Texas governing such corporations. Should this Corporation ever dissolve, its assets shall be turned over to a similarly organized entity exempt under section 501 (C) (3) of the Internal Revenue Code.

ARTICLE IV BOARD OF DIRECTORS

4.1 The Board of Directors of TAHN shall consist of no more than thirteen elected or appointed persons. All members of the Board of Directors shall also be an officer and may be referred to by their office title or by the term Director.

4.2 All members of the Board of Directors shall be elected by a vote of the general membership with voting rights every two years. Each director's term in office shall be for two years from January 1 to December 31 of the second year after election, or until his or her successor has been elected.

4.3 The Board of Directors may elect persons from time to time to fill vacancies on the Board for the unexpired term of such vacancy.

4.4 The Board may appoint additional persons as non-voting members who will act in an advisory capacity ("Board Advisors"). Nothing herein contained will require the Board to accept the advice of such advisors.

4.5 The Board of Directors shall have control and management of the Corporation's activities, finances, disbursements, policies, disciplining of members, removing of Directors, and generally supervise the affairs of the Corporation.

Except as set forth herein, no purchase or expense may be incurred in the name of the Corporation by any person without the approval of the Board of Directors. At or before the first meeting of the Board of Directors of each calendar year, the Board shall determine the expenditure amount for the current year up to which purchases or expenses by officers and directors of the Corporations may be incurred in the name of the Corporation without the approval of the Board (the "Authorized Expenditure Limit"). In the event an Authorized Expenditure Limit is not set for any year, such amount shall be deemed to be \$___250.00_____.

Any violations that result in TAHN being liable for unauthorized purchases or expenses will require reimbursement to TAHN by the person(s) committing the violation unless the purchase is subsequently approved and ratified by the Board.

4.5 The Board of Directors shall customarily meet as needed on a date fixed at the previous meeting of the Board. In the event of a change of a day or place normally used for such meetings the Secretary or President shall notify all Directors of such change. Meetings should be planned to last no longer than necessary. Any business conducted by the Board requires a majority vote of those present for approval.

4.6 A Director may be removed from office if a resolution to that effect is duly presented at any scheduled meeting, subject to discussion by those Directors present at said meeting, and approved by at least two-thirds of the total Directors then in office. No Director shall vote by proxy on the removal of any other Director.

ARTICLE V OFFICERS

5.1 The Officers of this Corporation shall be President, Vice President-Membership, Vice President- Public Relations, Vice President-Training, Secretary, and Treasurer, such offices being held by members of the Board of Directors as elected by the membership with voting rights in accordance with Article VI hereof. Other officers and advisors may be appointed as deemed necessary by the Board of Directors.

5.2 President

The President shall serve as the chief executive officer of the Corporation, preside at all meetings, be ex-officio member of all committees, exercise general supervision over affairs of the Corporation, perform such other duties as are ordinarily incumbent upon a President. The President does not vote on issues presented for a vote except to break a tie.

5.3 Vice President-Membership

The Vice President-Membership is responsible for processing, and maintaining a membership database and for being a point-of-contact for member relations.

5.4 Vice President-Public Relations

The Vice President-Public Relations shall be responsible for disseminating information to the membership. This may be conducted through e-mail, web site, newsletter or other method at the discretion of the director.

5.5 Vice President-Training

The Vice President of Training shall keep up with regional training and assist when needed. They will also assist with training being conducted at the annual conference; ie. subject matter, personnel, and any other matters associated with training around the state.

5.6 Secretary

The secretary shall keep and maintain all records and minutes of the Corporation, send out notices of meetings and generally perform such duties as are incumbent upon a secretary.

5.7 Treasurer

The Treasurer shall have custody of funds of the Corporation which he or she shall promptly deposit in the depository approved by the Board of Directors, disburse funds to meet authorized obligations of the corporation, make and submit regular financial statements in the form, manner and frequency required by the Board of Directors, prepare the annual form 990 required by the Internal Revenue Service and perform such other duties as are incumbent upon Treasurer. The Treasurer shall be bonded.

5.8 **Regional Vice Presidents**

The Regional Vice Presidents will be responsible for the TAHN members in their region as defined by the Board of Directors. Each year, they are responsible for providing a minimum of three 8 hour training sessions for members in their region. They are also responsible for seeking out new members for TAHN from their region.

5.9 **Advisors**

TAHN Advisors are non-voting members who are appointed to the Board and who will act in an advisory capacity. Their term of appointment will be one year unless extended by the Board.

5.10 Except as set forth in Section 5.11, any vacancy of an elected office shall be filled for the unexpired term of such office by a majority vote of the Board of Directors on the recommendation of the President.

5.11 The Chain of Command for the Officers is as followed: President, Vice President - Membership, Vice President - Public Relations, Vice President - Training, Secretary, and Treasurer. In the absence of the President at any scheduled meeting, the next Board Member in the Chain of Command shall preside at that meeting. In the event that the office of President is vacated for any reason, the next Board Member in the Chain of Command shall become interim president until a new President is elected by the Board of Directors.

ARTICLE VI ELECTION PROCEDURES

6.1 On or before August 1st of every other year the President may, with the approval of the Board of Directors, appoint an election committee for the purpose of presenting a slate of nominees for the upcoming election. The election committee shall consist of a Vice President, who shall act as chairman, and at least two other non-board members. The election committee shall notify the Board of Directors of the nominee slate at least fourteen (14) days prior to the November conference when the elections are to be held.

6.2 Nominations in addition to the nominee slate compiled by the election committee may be made by any voting member by submitting the name(s) of the person(s) and the office to which they are to propose for election to the Secretary at least three (3) days prior to such November conference meeting when the elections are to be held.

6.3 Any other nominations may be made from the floor at the proper time during the November conference.

6.4 The election process shall begin as part of the annual conference every other November, and ballots sent by mail following the conference to all voting members of record as of the last day of said conference. The chairman of the election committee shall read the report and present the nominee slate of the election committee and any other nominations, as provided for in Section 6.2 hereof, and open the floor for final nominations, as provided for in Section 6.3 hereof, after which nominations will be closed. Thereafter the chairman of the election committee shall conduct the elections.

6.5 In the event a conference during an election year is not held for any reason, the election process shall still begin in November with the nominee slate of the election committee and any other nomination, as provided for in Section 6.2 hereof, being submitted to the Secretary by no later than November 1st of such year (the "Nominee Date"). Ballots will be sent by mail on or before November 30th of such year to all voting members of record as of the Nominee Date.

6.6 The counting of ballots shall be conducted by a Justice of the Peace or other non-interested credible community member selected by the election committee. The ballots will be counted no later than the third week of December.

6.7 All persons elected shall assume directorship/office on January 1st following such election and shall serve until December 31, every other year.

ARTICLE VII MEETINGS

7.1 **Regular Meetings.** Regular board meetings of the Corporation may be held once each month within the various regions of the state. Meetings may be held at host agencies or any other suitable locations as selected by the Board. Meetings may be conducted by teleconference or videoconference. All regular scheduled board meetings not being conducted by teleconference or videoconference shall be open to the general membership. Times and locations of regular meetings shall be posted on the Corporation web site at least 30 days in advance of the meeting..

7.2 **Annual Meeting.** The Corporation shall hold one annual statewide meeting which shall be open to, and for the benefit of, all members. This meeting may be scheduled at the annual conference. Dates and locations of these annual meetings shall be determined by the Board of Directors, and may include an open forum for the general membership.

7.3 **Special Meetings.** The President may call a special meeting of the Board of Directors in the event of an emergency to transact non-regular business. Notice of such special meeting may be made in person, by telephone, mail, e-mail, or other approved means to each Director at least three days in advance of such special meeting.

ARTICLE VIII STANDING COMMITTEES

8.1 There shall be three standing committees: Membership, Training, and Public Education. The Membership Vice President shall be in charge of fund raising. The other two Vice Presidents shall be in charge of one of the other standing committees. The President shall designate the responsibilities for each Vice President at the first regular Board meeting in January every other year.

ARTICLE IX FISCAL YEAR

9.1 The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE X BUDGET

10.1 The President shall present a budget to the Board of Directors at the March meeting each year. The Board shall make any necessary changes and approve a budget for the then-current fiscal year. Amendments may be made to the budget from time to time at any regular or emergency meeting of the Board of Directors.

10.2 Each regional Vice President shall be authorized an annual budget to be used in conducting training in their area. Additional funds may be approved as required.

ARTICLE XI MEMBERSHIP

11.1 Membership in TAHN shall consist of men and women of good character and community standing who are professionals involved in the practice of Hostage/Crisis Negotiations and intervention and who are not rejected for membership by the Board of Directors of TAHN, with or without cause. In the absence of such rejection, the Board of Directors shall approve all persons applying for membership.

11.2 Regular Membership.

A regular member shall be any Texas resident who is directly associated with a hostage / crisis negotiation unit. Regular members have voting rights and are eligible to be elected or appointed to any TAHN office.

Those persons who are members of TAHN at the time of its incorporation shall be known as charter members.

11.3 Honorary Life Membership.

An Honorary Life membership may be awarded to persons who have demonstrated exemplary contributions to the field of hostage / crisis negotiations. Persons eligible for

this category shall be nominated by an active member of TAHN. Approval requires a majority vote of the Board of Directors. Honorary Life Members may be elected or appointed to vacant office positions and have full voting rights.

11.4 Associate Membership.

An associate member shall be any person who, although is not directly associated with a hostage crisis negotiation unit in Texas, demonstrates a bona fide interest in the furtherance of the profession. Associate Members do not have any voting right and cannot hold any board position or office.

11.5 Dues. Membership dues will be established annually by the Board of Directors. Membership goes into effect January 1st and ends December 31 of each year. Members joining throughout the year will only receive membership privileges through the end of that year. No pro-rated dues will be given.

11.6 Ethical Conduct. Each individual member shall, at all times, conduct himself or herself with integrity, and in a manner to reflect credit upon the profession of law enforcement, and the Texas Association of Hostage Negotiators.

ARTICLE XII DISSOLUTION OF CORPORATION

12.1 Notwithstanding any other provisions of these articles, the Corporation shall not carry out any other activities not permitted to be carried out (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by any corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986.

12.2 Distribution of Assets Upon Distribution. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the court of common pleas of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII AMENDMENTS

13.1 Any amendments to these by-laws may be adopted by at least two-thirds of the total membership with voting rights present at any meeting open to all members, provided notice of the proposed amendment and the date of such meeting shall have been

given to the entire membership (with voting rights) of record at least two weeks prior thereto. Notice may be given in person, by telephone, mail, e-mail, or other approved means.

Amended on _____-2008