



**Bylaws of
Michigan Association of Hostage Negotiators**
PO Box 480
Canton, Michigan 48187
www.miahn.com

**Article I
Name, Location, and Fiscal Year**

- 1.1 Name.**
The organization's official name is the Michigan Association of Hostage Negotiators (MAHN).
- 1.2 Address.**
The principal office of MAHN is P.O. Box 480, North Canton Center Road, Canton Chartered Township, Wayne County, Michigan 48187. The Board is not prohibited from changing the Association's principal office, and such change shall not be considered a bylaw amendment.
- 1.3 Fiscal Year.**
The Fiscal Year of the Association shall be from January 1 to December 31 of each year.

**Article II
Purpose, Mission, and Tax Exempt Requirements**

- 2.1 Purpose.**
MAHN is a Michigan 501(c)3 nonprofit organization. It is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.2 Mission.**
The mission of MAHN is to promote community safety and the field of Crisis Negotiation through training, education, and interaction among negotiators throughout the State of Michigan and beyond.
- 2.3 Tax Exempt Requirements.**
- 2.3.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in Article Two hereof.
- 2.3.2 No substantial part of the activities of the corporation shall be the carrying on of



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propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), or endorse or contribute funds to any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article III
Membership**

3.1 Eligibility.

Anyone of good character and community standing working in Hostage/Crisis Negotiations can apply for membership. The Board of Directors must approve all applications. Membership applications can be denied with or without cause.

3.2 Regular Membership.

Requires the person to be part of a negotiation team and meet certain qualifications:

- 3.2.1 Is a peace officer, detention/corrections officer, or communications officer licensed by the Michigan Commission on Law Enforcement Standards.
 - 3.2.2 Is employed by a Federal Law Enforcement Agency or the Federal Bureau of Prisons.
 - 3.2.3 Is employed by the Michigan Department of Corrections or a federal or state-contracted correctional facility.
 - 3.2.4 Has an association with law enforcement (local, state, or federal) directly related to hostage/crisis negotiations. Examples include community service officers, public safety dispatchers, clergy, and mental health professionals.
 - 3.2.5 Is employed outside of the State of Michigan in a capacity defined by sections 3.2.1, 3.2.2, 3.2.3, or 3.2.4. For example, a licensed police officer, corrections officer, or dispatcher from another state or country is eligible for membership.
 - 3.2.6 Has demonstrated professional interest in hostage/crisis negotiations. This shall include retirees who qualified for membership before their retirement.
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3.3 Honorary Lifetime Membership.

Honorary Lifetime Membership may be granted to individuals who have made significant contributions to the field.

3.3.1 Candidates for this membership must be nominated by an active member of MAHN and approved by a majority vote of the Board of Directors.

3.3.2 Honorary Life Members are eligible to be elected or appointed to vacant board positions and will have full voting rights. Additionally, any past President, regardless of years served, or a Board Member who has served for ten or more consecutive years and has honorably separated from their role within MAHN, shall automatically receive Honorary Life Membership.

3.4 Associate Membership.

Associate Membership may be granted to individuals who, while not directly involved with a hostage or crisis negotiation unit in Michigan, have a genuine interest in advancing the profession through instruction and/or research and hold a professional interest in hostage/crisis negotiations.

3.4.1 Consideration for this membership is based on whether their involvement would benefit the Association.

3.4.2 Applicants must submit a cover letter and resume to an MAHN Board Member, along with a letter of recommendation from a current MAHN Member.

3.4.3 Approval requires a majority vote of the Board of Directors. Associate Members cannot nominate individuals for positions, hold office, or serve on the Board.

3.5 Dues.

Membership dues are set annually by the Board of Directors. Membership begins on the date an applicant's registration for the annual conference is received and paid. It expires on the last day of the following year's annual conference. If the next annual conference is delayed for any reason, membership will be extended until the last day of the next conference that takes place.

3.6 Professional Code of Conduct and Ethical Standards.

All members are expected to always conduct themselves with integrity and in a way that reflects positively on both the law enforcement profession and the Michigan Association of Hostage Negotiators.



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**Article IV
Board of Directors**

4.1 Composition.

The Board of Directors of MAHN will consist of no more than twelve (12) elected or appointed persons. All members of the Board of Directors may be referred to by their office title or by the term "Board Member."

4.2 Control and Management.

The Board of Directors is responsible for overseeing and managing the Association's activities, finances, disbursements, policies, member discipline, and the removal of Directors, and will generally supervise the overall affairs of the Association. Except as specified here, no purchase or expense exceeding \$250 may be made on behalf of the Association without approval from the Board. At each Board meeting, and upon request from any Board Member, complete and accurate copies of all account statements must be provided. Any violations resulting in MAHN being held liable for unauthorized purchases or expenses will require the responsible person(s) to reimburse the Association unless the purchase is later approved and ratified by the Board.

4.3 Eligibility.

To be elected to the Board of Directors, the candidate must be a regular member of a good standing with MAHN and meet the following requirements:

4.3.1 Has attended a 40-hour basic negotiator course.

4.3.2 Has a minimum of three years of membership with MAHN as a regular member.

4.4 Terms.

All Board of Directors will serve three-year terms which will be staggered so that no more than four Board positions are up for election each year.

4.4.1 Except as otherwise provided herein, a member of the Board of Directors shall be eligible to run for a new term on the Board immediately after the expiration of their previous term.

4.4.2 Terms expire at the first Board Meeting after the annual conference.



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4.4.3 A simple majority is required to approve an additional term when a Board Member's term expires.

4.5 Diversity.

No more than three Board Members may work for the same agency and when possible, the geographic location within the state should be given consideration when selecting Board Members. It is beneficial to have various regions in the state represented on the Board and to promote diversity among Board representatives.

4.6 Board Member Vacancy.

A vacancy is defined as an opening for one or more of the following circumstances.

4.6.1 A Board Member's term expires, and they no longer desire to serve on the Board.

4.6.2 A Board Member whose term expires does not receive a majority vote of the Board for an additional term.

4.6.3 A majority of the Board votes to add another member and Board membership does not exceed 12.

Should an unexpected vacancy occur; the Board of Directors may appoint a person to fill the vacancy on the Board for the unexpired term of such vacancy.

4.7 Nominations and Elections.

All members of the Board of Directors shall be nominated from within MAHN membership and elected by a majority vote of the Board of Directors. This will usually occur at the Annual Conference.

4.7.1 The Board of Directors may, at its discretion, nominate Associate Board Members as defined herein.

4.7.2 If nominated and willing to serve as a Board Member, a nominee shall submit a cover letter and resume to any Board Member for consideration by the Board.

4.7.3 At the first Board meeting after the annual conference, the Board will elect new members by a majority vote.



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4.7.4 The Board has the option of approving nominees as Associate Board Members for not longer than one year to allow them to observe and participate in Board operations for training purposes. An Associate Board Member does not have a vote on Board decisions.

4.8 Board Member Removal.

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

**Article V
Executive Officers**

5.1 Officers.

Once elected as a member of the Board of Directors, any Board Member is eligible to serve as an Executive Officer on the Board.

5.1.1. Executive Officers include the President, Vice President, Secretary, and Treasurer.

5.1.2 Other Officers and Advisors may be appointed as deemed necessary by the Board of Directors.

5.1.3 Executive Officer rolls rotate every two years.

5.2 Duties.

5.2.1 The President shall serve as the chief executive officer of the Association, preside at all meetings, be an ex-officio member of all committees, exercise general supervision over affairs of the Association, and 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.

5.2.2 The Vice-President is a close supporter of the President and will stand in when they are not available. The Vice President is in charge of Association Bylaws and carrying out personnel assignment or removal actions within the Association or Board as deemed appropriate by the Board of Directors.



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5.2.3 The Secretary shall keep and maintain all records and minutes of the Association, send out notices of meetings, receive and track all nominations for new board members, and generally perform such duties as are incumbent upon a secretary.

5.2.4 The Treasurer shall have custody of funds of the Association which they 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 the Treasurer. They will make all financial records available to the board at least annually or whenever requested by a board member as an internal control to safeguard funds, ensure accuracy, and prevent financial irregularities or fraud.

5.3 Executive Officer Nominations.

At the first Board meeting after the annual conference, any Board Member may nominate another Board Member for any Executive Officer position. A majority vote by the Board is then necessary to confirm the appointment. If re-elected to the Board, an Executive Officer is eligible for nomination and confirmation by the Board for the same or another Executive Officer position.

5.4 Executive Officer Elections.

Board Officers are elected at the first Board meeting after the annual conference by a majority vote.

**Article VI
Meetings**

6.1 Annual Meeting.

The Association will meet at least once per year, usually in conjunction with the annual conference. The purpose of Association Meetings is to:

6.1.1 Provide updates on Association activities and business.

6.1.2 Receive feedback from the General Association Membership. This includes, but is not limited to, feedback regarding the location, venue, speakers, and content of the annual conference.



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6.1.3 Solicit nominations for Board membership.

6.2 Monthly Meetings.

The Board of Directors shall customarily meet monthly or 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 Board Members of such change. Meetings may be held in person or via electronic teleconference.

6.3 Quorum.

Any business conducted by the Board requires a majority vote of a quorum (presence of half plus one of the total current Board Members) for approval unless otherwise prescribed herein.

6.4 Electronic Voting.

When necessary, the Board may approve business via an email vote. Such a vote should be recorded within the minutes of the next Board meeting. For a vote conducted via email, unanimous approval is required for the decision to pass.

6.5 Absentee Ballots and Proxy Votes.

No absentee ballots or proxy votes will be allowed during votes for Board Executives.

**Article VII
Dissolution**

7.1 Dissolution.

7.1.1 Upon the dissolution of this Association, assets shall be distributed, as determined by the Board of Directors, 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 the state or local government, for a public purpose.

7.1.2 Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Association 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.



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**Article VIII
Amendments and Review**

8.1 Bylaws Review.

The bylaws will be reviewed annually by the Board.

8.2 Amendments.

Any amendments to the Association's Bylaws must be adopted by at least a two-thirds vote of the Board of Directors provided written notice of the proposed amendment(s) and the date of the meeting shall have been sent to the entire Board of Directors at least two weeks before the meeting where the proposed amendment(s) will be decided.

**CERTIFICATION OF APPROVAL OF BYLAWS
OF
MICHIGAN ASSOCIATION OF HOSTAGE NEGOTIATORS**

The undersigned, hereby certify that the attached Bylaws of the Michigan Association of Hostage Negotiators were duly approved and adopted by the Board of Directors by a unanimous [unanimous/majority] vote on this 2nd day of October, 2024, in accordance with the governing documents of the Association.

These Bylaws will remain in full force and effect until they are amended or repealed in accordance with the procedures set forth in the Bylaws.

CERTIFIED BY: Catherine Williams /s/
ITS: President (Position)