



P.O. BOX 1968, Palatine IL 60078

www.icnaonline.com

CONSTITUTION & BYLAWS

Revised

ARTICLE I - NAME

The name of this Association shall be THE ILLINOIS CRISIS NEGOTIATORS ASSOCIATION, and may be referred to as ICNA. The Illinois Crisis Negotiators Association shall be incorporated as a non-profit organization under the laws of the State of Illinois.

ARTICLE II- PURPOSE

- A. To encourage the exchange of ideas and information within the field of crisis negotiation and intervention.
- B. To encourage friendship and cooperation among members of the Association.
- C. To stimulate and assist research and the development of new methods and techniques within the field of crisis negotiation.
- D. To encourage and provide opportunities for participation in professional development among members and/or those interested in crisis negotiation and intervention.
- E. To encourage a high level of professionalism among crisis negotiators.
- F. To provide a mechanism to actively participate in upgrading and improving the Criminal Justice System in Illinois from within the system and for the public at large.
- G. To establish a professional code of ethics.

ARTICLE III - MEMBERSHIP

Section 1 - Eligibility

Membership shall be open to all persons interested in and supportive of the Illinois Crisis Negotiators Association, who subscribe to and abide by its Constitution and By Laws, meeting the membership criteria in section two below, and who pay any required annual dues.

Section 2 - Types of Membership

- A. **ACTIVE MEMBERS** - Active members shall be those persons currently employed, certified, or commissioned in the law enforcement or corrections field at the federal, state, county, or local level, and who have successfully completed a training program in Hostage/Crisis Negotiation recognized by the Association. Retired

employees of law enforcement or correctional agencies at the federal, state, county or local level shall be eligible for Active membership upon majority vote of the Board of Directors. Active members must demonstrate a significant and ongoing commitment to the successful resolution of crisis incidents to maintain their eligibility. Active members shall have the right to vote on matters presented before the Association, and hold elected office as depicted in Article one of the By Laws. No active member employed full-time outside the State of Illinois shall hold office.

- B. **ASSOCIATE MEMBERS** - Members who do not fit the criteria for active membership but have an interest in Hostage/Crisis Negotiation, are supportive of the objectives of the Association, and whose membership will benefit the Association and themselves may be eligible for Associate Membership. Associate members shall not have the right to vote or hold elective Association office, but may be appointed membership to committees and vote upon matters before the committee. Examples of those eligible for Associate Membership are criminal justice agency reserve officers or volunteers, employees of firms that provide equipment or services to negotiation teams, criminal justice students, mental health professionals and clergy. Associate Members shall be eligible for membership upon majority vote of the Board of Directors.
- C. **Life Members** - Life memberships shall be granted by the Association Board of Directors to individuals who have rendered outstanding service to the Association or the field of Hostage/Crisis Negotiation. Life members may enjoy the right and duties of Active or Associate membership, so long as they fulfill all requirements for that membership.
- D. **Supporting Member** - Supporting members shall include any business, partnership or corporate entity interested in supporting the purposes or activities of the Association. Supporting members shall not have the right to vote or hold office in the Association. Supporting Members shall be eligible for membership upon majority vote of the Board of Directors.

Section 3 - Termination of Membership

Association membership privileges may be terminated by:

- A. Voluntary resignation by written letter to Board of Directors, or;
- B. Failure to pay any required annual dues (Article VI), or;
- C. Membership may be involuntarily terminated for cause upon a two-thirds vote of the Board of Directors. The causes for involuntary termination of membership may include: unethical conduct, conduct detrimental to the Association, or changes in the members principal occupation. The Board of Directors' termination of an individual's membership privileges is appealable to the Association general membership when, upon termination of membership privileges, the affected individual notifies the Board of Directors and Association President in writing of his or her objection to the

termination. The President shall upon receipt of the written objection, place the issue on the agenda for the next general membership meeting. The Board of Directors' termination of the individual's membership privileges shall be overturned only on a two-thirds vote of the Association membership in attendance at the general meeting.

BYLAWS

ARTICLE I – GOVERNMENT

Section 1 - Governing Body

The Association shall be governed by the Board of Directors. -

Section 2 – Executive Officers

- A. The executive officers of the Association shall be a President, Vice President, Secretary, and Treasurer.
- B. Only persons who are Active board members in current good standing shall be eligible for office. Candidates for elected office shall have served at least one year on the Board of Directors. If the prospective candidate has prior experience relevant and/or beneficial to the Association this requirement can be waived by the President subject to confirmation by a simple majority of the remaining members of the Board of Directors.
- C. The officers shall be elected by a plurality vote of the Association's Active members as prescribed in Article III of these By-Laws.
- D. The term of office of each elected Officer shall be limited to two (2) years following installation and until the election of a successor with elections taking place in even years for the position of President and Treasurer and odd years for Vice President and Secretary.
- E. The officers and members of the Board of Directors shall be installed at the Association's Annual Meeting and shall assume their respective duties prior to the adjournment of the Annual Meeting.
- F. In the event of death, incapacity, relocation, or resignation, of an executive officer, the office shall be filled by the President subject to confirmation by a simple majority of the remaining members of the Board of Directors. Vacancies shall be for the unexpired term of office created by the vacancy. In the event of a presidential vacancy the Board of Directors shall appoint an interim president to fill the unexpired term.

Section 3 - Duties of the Executive Officers

The duties of the Officers shall be such as are implied by their respective titles and such as are specified in these By-Laws. Each Officer shall keep accurate records of his/her work and turn them over to his/her successor.

- A. **PRESIDENT:** The President shall preside at the annual meeting of the Association and at all meetings of the Board of Directors, shall appoint the Chairperson of each standing committee and appoint committee members with the advice and consent of the Board of Directors. The President shall be an ex-officio member of committees except the Nominating Committee, shall serve as the Chairperson of the Board of Directors, shall represent the Board of Directors between its meetings, and shall report to the Board of Directors all important action affecting the Association and its membership. The President does not vote on issues presented except to break a tie.
- B. **VICE PRESIDENT:** The Vice President shall have general administrative duties under the direction of the President and such other duties as may be assigned to him/her from time to time by the Board of Directors, and be available to consult with and be of assistance to other Committee Chairperson. The Vice President shall preside over meetings in absence of the President.
- C. **SECRETARY:** The Secretary shall keep an accurate and permanent written proceeding of the meetings of the Association and of the Board of Directors and furnish a copy of the meeting minutes to the Board of Directors. The Secretary shall be responsible for answering all correspondence as directed by the President or Board of Directors and shall maintain a current mailing list of all Association members by type of membership, all Standing Committee Chairpersons and their respective Committee members, and other Committees as needed, and shall preserve in a permanent file all records and letters of value to the Association, its officers, and its members, and shall turn over to his/her successor within 30 days of vacating office all books, records, and papers.
- D. **TREASURER:** The Treasurer shall be the Financial Officer of the Association, shall be responsible for the custody and the disbursement of the Association funds and other assets, shall be custodian of the financial records of the Association, and shall have charge of the investment of the Association's fund subject to approval of the Board of Directors. The Treasurer shall give such bond for the faithful discharge of his/her duties as the Board of Directors may require, at the expense of the Association, and shall perform such duties as may from time to time be assigned to him/her by the Board of Directors. Also, he/she shall keep an itemized record, in a permanent file of all receipts and expenditures; prepare and present a financial report for every meeting of the Board of Directors and annually at the Association's Annual Conference. The Treasurer shall turn over to his/her successor within 30 days of vacating office all books, records, and papers.

ARTICLE II - BOARD OF DIRECTORS

Section 1 – Composition

As amended 12/15

The Board of Directors of the Association shall consist of the elected officers of the Association, the immediate past president, and at least one representative currently employed, certified, or commissioned in the law enforcement or corrections field from the federal, state, county, and local level, to be appointed by the President subject to confirmation by a simple majority of the remaining members of the Board of Directors. This does not preclude additional active and/or associate members from being appointed to the Board by the President subject to confirmation by a simple majority of the remaining members of the Board.

The position of Associate Board Member shall be created to allow active members the opportunity to serve on the Board of Directors and assist the Board with business of the Association and further prepare themselves for greater responsibility and office within the Association. The Associate Board Member shall be considered a member of the Board of Directors, except they do not have the right to vote on matters before the Board unless the issue requiring a vote is put before the Association's membership in general, in which case the Associate Board Member has the same voting right as any active member.

Section 2 - Term of Office

- A. The term of office for the non elected members of the Board of Directors will be two (2) years running concurrently with the term of office for President.
- B. Appointment of the non elected members of the Board of Directors shall be made within a reasonable time period after the election of the President.

Section 3 - Vacancies

In the event of death, disability, incapacity, relocation, or resignation, the non elected seat on the Board of Directors shall be filled in accordance with Article I, Section 2, F, of the By-Laws.

Section 4 - Powers and Duties of the Board of Directors

- A. The Board of Directors shall exercise all powers of the Association as specified in these By- Laws.
- B. Duties - The Board of Directors shall:
 - 1. Supervise the affairs of the Association and shall transact any business of the Association in the interim between annual meetings.

2. Make recommendations regarding proposed amendments to the By-Laws.
3. Consider all recommendations proposed by the Committee Chairperson or by the Association.
4. Establish and/or dissolve committees and task forces based on the program and administrative needs of the Association, not provided for in By-Laws.
5. Have responsibility for financial policy of the Association, adopt the budget, and prepare an annual financial report to be presented to all Association members at the annual training conference.
6. Supervise and support programs for the recruitment of new members.
7. Be responsible for all other business of the Association that fulfills Association purpose.

Section 5 - Meeting of the Board of Directors

- A. The Board of Directors shall hold at least one (1) meeting per year, which may be at the Annual Conference.
- B. Special meetings shall be held at the call of the President or by petition of the majority of the Board of Directors.
- C. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of all Association business.
- D. The meetings conducted by the Board of Directors shall be governed by "Roberts' Rules of Order Newly Revised."
- E. Meetings may be conducted by teleconference or videoconference. Quorum and voting rules apply.
- F. When action is required outside of regularly scheduled meetings, the President can request an Electronic vote of the Board. There are two parts:
 - Two-thirds of the Board of Directors must first vote to consider the motion electronically.
 - A Two-thirds vote of the Board of Directors yes or no on the given motion is required.
- G. To be considered in good standing a board member cannot be absent from

scheduled meetings of the Board of Directors more than 25% of the time in any given year without proper excuse as determined by the Board of Directors.

ARTICLE III - ELECTION AND INSTALLATION

Section 1 – Election

- A. Nominations for all elected executive officers of the Board of Directors shall be accepted at the annual meeting of the association. The election of all elected officers of the Board of Directors shall be by written ballot of each member present at the annual meeting and eligible to vote. Election of all officers shall be by a plurality of those voting. Procedures for counting the ballots will be established by the Board of Directors in accordance with the procedure for a written ballot outlined in the parliamentary authority of the Association, "Roberts' Rules of Order Newly Revised." There will be no voting by proxy. The ballot will contain candidates only for those offices provided for by this Constitution and By-Laws.
- B. If there is only one qualified candidate for an office, an election will not be required.
- C. Ballots not properly completed (voting for more than one person for the same position) shall be null and void.
- D. Failure to vote for at least one candidate in any category will not invalidate a ballot.
- E. Election results will remain confidential until released at the time designated by the president.

Section 2 - Installation

The Executive Officers of the Board of Directors shall be installed at the Annual Meeting and shall assume their respective duties prior to the adjournment of the Annual Meeting.

ARTICLE IV - COMMITTEES AND TASK FORCES

Section 1 - Formulation of Committees

The President may create committees or task forces as may be desirable in forwarding the purposes of the Association. The President of the Association shall appoint the Chairperson of each committee. Committee members shall be appointed by the President subject to confirmation by a simple majority of the remaining members of the Board of Directors.

Committees or task forces shall exercise such powers and perform such duties as may be prescribed by the President. Members of such committees or task forces need not be members of the Board of Directors, but shall be members of the Illinois Crisis Negotiators Association. The Board of Directors shall review annually the composition, duties, and necessity of such committees or task forces.

Examples of committees that may be considered include a conference committee, nominating committee, membership committee, constitution and by-laws committee, publication committee, or training committee.

In making appointments to committees or task forces, the President shall give consideration to:

- A. Representation from all levels of the Criminal Justice System.
- B. Geographic distribution
- C. Special competence and skill
- D. Membership in good standing

Section 2 - Term of Office

Committees or task forces formed shall stand for such time as needed as determined by the President but shall not extend past the terms of office of the President.

Section 3 - Committee Reports

All committees and task forces shall report to the Board of Directors at least annually and shall present oral reports when requested or needed.

ARTICLE V - MEETINGS

There shall be an Annual Conference each calendar year at a site and date approved by the Board of Directors. The details of the Conference shall be prepared and approved by the Board of Directors.

ARTICLE VI - DUES

The Board of Directors shall approve all categories of membership and establish any annual dues for each. A member is in good standing when dues are paid and all other conditions met as stated in these By-Laws.

ARTICLE VII- ETHICAL CONDUCT

Each individual member shall, at all times, conduct himself or herself with integrity, and in a manner to reflect credit upon the criminal justice profession, as well as the Illinois Crisis Negotiators Association.

ARTICLE VIII – AMENDMENTS

- A. The Board of Directors may amend these by-laws by a two-thirds vote of said Board.
- B. The members shall have the right, at the Annual Training Conference, to amend or rescind actions of the Board of Directors. Such actions shall require a two-thirds vote of the voting members present. The members shall also have the right to recommend to the Executive Board, amendments to the by-laws.

ARTICLE IX - MISCELLANEOUS

Section 1 – Official Voice

No association member shall speak on behalf of or for the Association without the written approval of the Board of Directors.

Section 2 – Fiscal Year

The Fiscal Year of the Association shall be July 1 – June 30.

Section 3 – Budget and Expenditures

The President shall present a budget to the Board of Directors at a meeting during the first quarter of the fiscal 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.

No purchase or expense may be incurred in the name of the Association by any person without the approval of the Board of Directors, except an executive officer can approve expenditures, not to exceed \$500.00 without prior approval of the Board. In such a case, the expenditure must be reported at the next meeting of the Board of Directors.

The Illinois Crisis Negotiators Association (I.C.N.A.) was formed in June of 1999. The I.C.N.A. Constitution and By Laws have been further amended as follows:

- September 26th, 2000
- by the membership at the Annual Conference on April 25th, 2008
- by the membership at the Annual Conference on April 25th, 2014
- Revised July 2015
- At the Board of Directors meeting on December 10th, 2015