

**Crisis Negotiators of Oklahoma  
By-Laws**

**201-B West Gray Street  
Norman, Oklahoma 73069  
Phone**

**ARTICLE I  
NAME**

This corporation shall be known as the Crisis Negotiators Of Oklahoma and may be referred to as CNOK. For the purposes of these by-laws this corporation shall be referred to as CNOK for the remainder of this document.

**ARTICLE II  
OFFICES**

The principal office of this corporation is located in Cleveland County, Oklahoma at 201-B West Gray Street Norman, Oklahoma 73069.

The board of directors may change the principle office from one location to another and such change of address shall not be deemed, nor require, an amendment of these by-laws.

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 PURPOSE AND ORGANIZATION**

This corporation shall be comprised of Oklahoma law enforcement officers or other law enforcement personnel having responsibilities of negotiating and/or facilitating negotiations during crisis incidents. Membership will include those of proven integrity, ability and representing agencies that maintain a dedicated interest in the successful resolution of crisis incidents. Its purpose is to assist in the sharing of information, training, education, equipment technology updates and techniques of crisis intervention and other similar non-profit purposes.

This corporation is organized and operated as a non-profit corporation under the laws of the state of Oklahoma for the benefit of Hostage and Crisis Negotiation. This corporation shall operate strictly within the requirements of section 501 (c) (3) of the Internal Revenue Code. 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. 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 MEMBERSHIP**

Membership in CNOK shall consist of men and women of good character and community standing and comprised of current, and/or retired Law Enforcement officers, Corrections Officers, Parole and Probation officers, and criminal justice support personnel of federal, state or local agencies having law enforcement jurisdiction and /or responsibilities in crisis incidents. For the purposes of these by-laws, all such entities shall here after be referred to as agencies.

Persons making application to or participating as a member of CNOK must demonstrate a significant and ongoing commitment to the successful resolution of crisis and hostage incidents. Each member is charged with the responsibility of assisting the furtherance of CNOK by providing information and intelligence concerning incidents of hostage and/or crisis negotiations. This should include negotiation techniques, equipment information or updates and any other crisis negotiation related information obtained or learned. Each member may also assist in identifying topics for training and instruction along with qualified instructors for these topics to present useful information and/or training to members of CNOK.

### **Regular Membership**

A regular member shall be any Oklahoma resident who is directly associated with a hostage or crisis negotiation unit with any law enforcement agency with in the state of Oklahoma. Regular members have voting rights and are eligible to be elected or appointed to any CNOK office. Regular members shall be required to pay annual dues. Those persons who are members of CNOK at the time of its incorporation shall be known as charter members.

### **Associate Membership**

An Associate Membership may be given to persons who have demonstrated exemplary contributions to the field of hostage and/or crisis negotiations. Persons eligible for this type of membership shall be nominated by an active member of CNOK. A formal letter must be submitted to the board of directors nominating someone for Associate membership. Approval requires a majority vote of the board of directors. Associate members may be elected or appointed to vacant board of director positions and have full voting rights as any CNOK member or board member. Associate members shall be required to pay any annual dues.

## **Honorary Membership**

An Honorary member may be any person who is not directly associated with a hostage or Crisis negotiation unit but demonstrates a dedicated interest in the furtherance of the profession. Honorary members shall be nominated by an active member of CNOK. A formal letter must be submitted to the board of directors nominating someone for Honorary membership. Honorary Members do not have any voting rights and cannot hold any board position. Honorary members shall not be required to pay annual dues.

## **Dues And Assessments**

Membership dues will be established annually by the board of directors. Annual dues for active members shall be due once membership has been accepted. Membership goes into effect January 1<sup>st</sup> and ends December 31<sup>st</sup> of each year. Members joining throughout the year will only receive membership privileges through the end of the year from the time their membership is accepted. Dues will not be pro-rated for membership.

Any member delinquent in payment of dues for a period of forty-five days shall forfeit all rights, privileges, and benefits accorded to all members in good standing. After sixty days has passed and payment of dues has not been received the delinquent member shall be dropped without notice. Any member shall be reinstated and restored to good standing once all delinquent payments have been made and the payment of all dues for the whole year in which the reinstatement is made.

## **Membership Application And Termination**

Each person desiring to be a member of CNOK must complete a membership application. Any member of CNOK may have membership terminated with just cause by a majority vote of the board of directors. Any member reserves the right to terminate their membership in CNOK at any time with written notice to the board of directors. Any member terminating membership or having membership terminated shall not receive a refund of any dues, funds or property paid or given to CNOK.

## **Ethical Conduct**

Each individual member shall, at all times, conduct himself or herself with integrity, and in a manor to reflect credit upon the profession of law enforcement and this corporation known as the Crisis Negotiators of Oklahoma (CNOK).

## **ARTICLE V BOARD OF DIRECTORS**

The board of directors of CNOK shall consist of no more than twelve elected or appointed persons. The board shall be elected by vote of the general membership every two years. Their term in office shall be for two years from May 1<sup>st</sup> to April 30<sup>th</sup> of the second year, or until their successors are elected. The board may appoint additional persons as non-voting members who will act in an advisory capacity. Nothing herein contained will require the board to accept the advice of such advisors.

The board of directors shall have control and management of this corporation's activities, finances, disbursements, policies, disciplining of members, removing of directors, and generally supervise the affairs of the corporation. No purchases or expenses over \$5000.00 may be incurred without the approval of the CNOK membership. The President shall have the authority to authorize funds up to \$500.00 without the board of directors' approval. Any funds or expenses over \$500.00 and not more than \$5000.00 shall require the board of directors' approval. Any violations that result in CNOK being liable for unauthorized purchases or expenses will require reimbursement to CNOK by the person(s) committing the violation unless the purchase is subsequently ratified by the board of directors.

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. A director may be removed from office if a resolution to that effect is duly presented at any meeting of the board of directors. The resolution is subject to discussion by the board of directors present and must be approved by at least two thirds of the total directors in office and present at the meeting reviewing the resolution. Directors shall not be allowed to vote ~~on~~ by proxy.

### **President**

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

### **Vice President**

The Vice President shall serve on committees appointed or created. The Vice President shall assume the duties of President in their absence. The Vice President shall serve as a point of contact for membership relations. He or she shall be responsible for any other duty associated with CNOK membership. He or she shall also be responsible for other jobs or duties assigned by the President.

## **Second Vice President**

The Second Vice President shall be responsible for keeping up and maintaining training and assist with training needs when needed. He or she shall assist with training topics, scheduling of training and other logistics associated with any event or meeting that training will be presented. He or she shall work with the Regional Directors and address needs or requests made Regional Directors. He or she shall assume the duties of the President when the President and Vice President are absent. The Second Vice President shall also be responsible for other duties assigned by the President.

## **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. The Secretary shall receive direction from the Board Of Directors and shall perform those duties assigned by the Board Of Directors that are deemed necessary for the benefit of the corporation.

## **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. The Treasurer shall 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. The Treasurer shall prepare the annual form 990 required by the Internal Revenue Service and perform such duties as are incumbent upon a Treasurer. The Treasurer shall be bonded.

## **Public Relations Director**

Public Relations Director duties and responsibilities shall be related to maintaining general public relations and may include acting as spokesman for the corporation. He or she may be responsible for creating art work and or graphics for CNOK. These duties may include design work, technical needs, website design and any thing related to CNOK's appearance and perception by the public. He or she shall help with meetings, training and or conference set up and preparation. He or she shall also be responsible for maintaining CNOK history. The Public Relations Director may appoint an assistant Public Relations Director and/or assemble a support team to assist with tasks related to the office of public relations director. Any appointees to the office of Public Relations Director shall be approved by the majority of the board of directors and those attendees shall not have any voting powers other than that granted to any other non-board of director CNOK member.

## **Regional Directors**

The Regional Directors shall be responsible for the CNOK members in their region as defined by the board of directors. Each year, they are responsible for providing a minimum of one 8 hour course or 8 hour training session for CNOK members in their region. The training courses must be CLEET approved and shall cover issues and/or training needs that are related to hostage or crisis negotiations. All training outlines must be submitted to the board of directors for approval prior to being submitted to CLEET for approval.

Law Enforcement officers currently employed with a Law Enforcement agency may attend CNOK provided training courses. All persons attending an approved CNOK training course may be required to pay an admission fee to attend the course. Course admission fees will be determined by the board of directors and may vary in cost depending on the course. Persons that do not hold a CNOK membership may be required to pay a higher admission fee to attend the CNOK provided training courses.

## **Past President**

In an effort to maintain continuity, the immediate Past President, in good standing, may serve in an advisor role to the CNOK Board of Directors. The position is voluntary and nothing in these bylaws shall compel or otherwise mandate a Past President to maintain this position. The Past President position shall be held until replaced by the next past president or at which time the Past President and/or Board of Directors decide to vacate the position. The Past President shall be authorized to vote on issues called to vote by the Board of Directors.

## **Advisors**

CNOK advisors shall be active CNOK members who are appointed to the board of directors and who will act in an advisory capacity. Their term of appointment will be one year at a time from the date appointed. Any advisor appointment can be extended by the board of directors and may also be terminated without cause. The board of directors are not required to maintain a fixed number of Advisors. Advisors shall not be authorized to vote on issues called to a vote by the board of directors.

## **ARTICLE VI OFFICERS**

The officers of this corporation shall be President, Vice President, Second Vice President, Secretary, Treasurer, Public Relations Director, Region I Director, Region II Director, Region III, Region IV Director and Region V Director. The chain of command for the board of directors is the same as listed above. The board of directors shall have the authority to appoint members to fill vacancies in any of the elective offices should any elected office holder be unable to serve the full term of office. In the absence of the President at scheduled meetings, the next board member in the chain of command shall preside at the meetings. 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

## **ARTICLE VII ELECTION PROCEDURES**

On or before April 1<sup>st</sup> of every year, the President shall, with the approval of the board of directors, announce any current or upcoming board vacancies to the membership. Nominations for the vacant positions shall be accepted through the close of the annual business meeting to be held each April during the Annual Training Conference. All members within good standing shall be eligible to be nominated for any vacant board positions.

The election process shall begin as part of the annual business meeting held each April at the annual training conference. Nominations for CNOK board vacancies may be made in writing to the board of directors or in person at the annual business meeting. Writings may include electronic or written documents as long as the document clearly states the person to be nominated, the position the person is nominated for and the nominating person.

During the annual training conference and after nominations have closed, all current CNOK members shall be given a secret ballot so each member may vote on their candidate choice for each vacant board position. The voting period and polling location(s) shall be announced during the training conference and all eligible members may cast their vote until the designated closure of the election.

The President shall appoint an election committee consisting of a board member and at least two non-board CNOK members. All members of the election committee must not be up for election or reelection nor shall they have submitted a nomination for any person up for election or reelection. In the event no current board members can serve on the election committee, the President shall have the option to appoint the Past President, appointed advisors or any other member in good standing to serve on this committee.

The election process shall begin as part of the annual year end meeting every even numbered year. Nominations for CNOK board members shall be made in writing to the election committee and signed by the nominee and the member making the nomination. The nomination period shall be between September 1<sup>st</sup> and seven days prior to the last scheduled meeting of the year. The nominations may be mailed or hand delivered to the election committee during the nomination period. Each CNOK member at the last scheduled meeting of the year shall be given a secret ballot containing all nominees and the offices to be served.

All ballots must be given to the election committee at the close of the polls on the day of voting. The election committee shall count all ballots and report the election results prior to the training conference adjournment. In the event that any two nominees for any office receives the same number of votes, the board of directors will break the tie. The board of directors shall hold a special meeting for the purpose of breaking the tie for such nominees with the same number of votes. The special meeting for the election tie breaker shall be held as soon as feasibly possible, preferably prior to the adjournment of the training conference but no later than the last day of April. All members elected shall assume office on May 1<sup>st</sup> following such election and shall serve until April 30<sup>th</sup> of the next even numbered year.

## **ARTICLE VIII MEETINGS**

1. Regular board meetings of CNOK may be held once each quarter during each calendar year or as deemed necessary by the President and/or Board of Directors. Board meetings may be held in various regions of the state and may be held at host agencies or any other suitable location selected by the board of directors. Meetings may be conducted by teleconference, videoconference or in person. All regular scheduled board meetings are not required to be open to the general membership. Board meeting times and locations may be posted on the CNOK web site. The board of directors shall have a quorum at each meeting in order to vote on any issue requiring attention. A quorum for the board of directors shall be a majority of the current elected board members.

2. The board of directors shall hold a minimum of one annual statewide meeting which shall be open to all CNOK members. The dates and locations of the annual meeting shall be determined by the board of directors, and may include an open forum for the general membership. The board of directors shall determine when to schedule the annual meeting.

3. 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, telephone, mail, email or other approved means. The President must allow at least forty-eight hours advance notice of such special meeting for all board members.

All regular meetings may include some type of training for the membership in attendance. Training may include but is not limited to, a guest speaker who is an expert in the field of crisis and/or hostage negotiations, role playing exercises, review of techniques, equipment and or a speaker from the mental health profession. Various departments within any CNOK region may sponsor a regular meeting. All meetings shall be advertised to all members as early as possible and by any method approved by the board of directors. A Quorum at a regularly scheduled meeting shall consist of ten (10) members in good standing. A member in good standing shall be one who is paid up on any required dues and any member that has not been banned from CNOK or disciplined by the board of directors.

### **ARTICLE IX POLLING MEMBERSHIP**

CNOK membership may be polled or balloted about various issues in regards to the management and needs of the corporation. The board of directors shall ballot the membership by any reasonable means available. This may include secret ballots distributed to all members either by mail or electronic email. The board of directors shall decide for each issue or polling event how the membership shall be balloted. The preferred polling method should be secret ballots distributed to each member.

### **ARTICLE X REGIONS**

CNOK shall be divided into five separate regions. The board of directors shall set each regional boundary. The board of directors may change the regional boundaries at any time in the best interest of CNOK and each region.

### **ARTICLE XI FISCAL YEAR**

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

**ARTICLE XII  
BUDGET**

The President shall prepare a budget for each up coming year and present it to the board of directors. The President shall present this budget at the last available board meeting of the year prior to the up coming budget year. The board of directors shall make any necessary changes and approve a budget for the next fiscal year. Amendments may be made to the budget from time to time at any regular or emergency meeting of the board of directors. The board of directors shall have authority to determine the banking institution to be used for all CNOK funds. The board of directors shall have the authority to manage CNOK funds as deemed necessary for the benefit of the corporation. The board of directors shall have the authority to authorize funds up to \$5000.00 without a vote of the CNOK membership for any needs that shall be necessary in managing the corporation. Any amounts that will exceed \$5000.00 shall be required to be subject to a vote of the CNOK membership and require a majority vote for approval.

**ARTICLE XIII  
DISSOLUTION OF CORPORATION**

Notwithstanding any other provisions of these articles, the corporation shall not carry any other activities not permitted to carry out on (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.

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 XIV  
AMENDMENTS**

Any amendments to these by-laws may be adopted by at least two-thirds of the total membership present at any meeting. Notice of any proposed amendment and the date of such meeting to present the proposed amendment shall have been given to the entire membership at least two weeks prior thereto. Notice may be given in person, telephone, mail, email, or other approved means. Any member of CNOK may submit an amendment request in writing to the board of directors.