

BYLAWS

OF

LOCATE AND RECOVERY ASSISTANCE

The undersigned Board of Directors, who are individuals 18 years of age or older, all of whom are citizens of the United States of America and pursuant to the nonprofit corporation laws of the State of Ohio hereby adopt the following Bylaws.

ARTICLE I – Name of Corporation

The name of this corporation shall be Locate and Recovery Assistance, hereafter referred to as “the Corporation.”

ARTICLE II – Incorporator & Registered Agent

The incorporator and registered agent of the Corporation is:

Joshua Blackshire
1301 Spruce Street
Troy, OH 45373
(937) 214-1238

ARTICLE III – Principal Office

The principal office of the Corporation is located at:

1301 Spruce Street
Troy, OH 45373

ARTICLE IV – Mission Statement

The mission of Locate and Recovery Assistance is to provide compassionate, community-centered search and recovery efforts for missing persons. Our aim is to offer support to families and law enforcement through organized volunteer efforts, ensuring that every person receives the dignity and attention they deserve. We strive to build a network of dedicated individuals united by a shared commitment to bringing closure and hope to those impacted by loss.

ARTICLE V – Purpose

Nonprofit Purpose:

This Corporation is organized exclusively for charitable, educational, and scientific purposes as outlined under Section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code. These purposes include making distributions to organizations that qualify as exempt organizations under the IRS code.
Specific Purpose:

The specific purpose of the Corporation is to coordinate volunteer-led searches for missing persons, primarily across the Miami Valley region. We work in partnership with local authorities to plan and execute organized recovery missions, leveraging community resources and volunteer training to assist in the location and retrieval of individuals. The Corporation provides support by offering logistical coordination, volunteer mobilization, and assistance to family members during and after search operations. Additionally, the organization educates the public on search protocols and offers guidance for families navigating missing persons situations.

ARTICLE VI – Powers

The Corporation shall have all the powers necessary or convenient to carry out its purposes and operate as a nonprofit organization under the laws of the State of Ohio, including but not limited to soliciting and receiving contributions, grants, and bequests.

ARTICLE VII – Members

The membership of the Corporation shall consist of the members of the Board of Directors.

ARTICLE VIII – Advisory Members

The Corporation may appoint Advisory Members and/or Youth Advisory Members to provide guidance and input on organizational matters. Advisory Members shall not be deemed members of the Organization but shall offer valuable counsel to the Board of Directors. The Board may appoint, at its discretion, Youth Advisory Members, or other Advisory Members, as the need arises.

ARTICLE IX – Committees

The Board may create committees as necessary to carry out the Corporation’s purposes. Committees shall report to the Board and shall have no authority to act on behalf of the Board unless expressly delegated.

ARTICLE X – Board of Directors & Officers

Board of Directors:

The Board of Directors shall consist of a minimum of three (3) members with a maximum of seven (7) members. The following elected positions shall be occupied by members of the Board of Directors:

- **President:** It shall be the duty of the President to call and preside at all regular and special meetings. He/she shall see that the Bylaws and Standards are respected and obeyed. He/she shall appoint committees and may designate their Chairperson. He/she shall appoint committees as needed for all occasions, incidents, and/or issues that may arise needing attention outside the Board's scope or duties. He/she shall perform such other duties as are usual and incidental to the office of the President.
- **Secretary:** It shall be the duty of the Secretary to accurately record the proceedings at meetings, read the minutes of previous meetings and all communications. He/she shall call the roll of Board Members and note absentees. He/she shall communicate and correspond with all persons and organizations both within and outside the organizations relative to Board business.
- **Treasurer:** It shall be the duty of the Treasurer to collect all monies due to this Corporation, giving receipt thereof. He/she shall keep a suitable set of records of the same. He/she shall deposit all monies of the Corporation in a bank designated by the Board. He/she shall render statements in detail at each meeting of the Corporation showing receipts and disbursements in full to date, including monies in the Treasury. The account books as well as all papers in his/her custody shall be open for inspection and examination by the Board. He/she shall not lend or invest any of the funds except when duly authorized by a majority vote of the Board of Directors.

General Powers

The affairs of the Corporation shall be managed by its Board of Directors, which shall have full control over all matters of the Corporation, except as limited by law, the Articles of Incorporation, or these Bylaws. All Board decisions must comply with local, state, and federal laws, particularly in relation to the Corporation's interactions with law enforcement during recovery operations.

Compensation:

Officers of the Corporation may receive reasonable compensation for services rendered. The Board of Directors shall determine all compensation, which must be consistent with the nonprofit's mission and adhere to IRS guidelines for 501(c)(3) organizations. Compensation decisions must be made in accordance with the Corporation's conflict-of-interest policy to ensure transparency, fairness, and alignment with legal and ethical standards.

Officers and Directors may be reimbursed for their out-of-pocket expenses

incurred reasonably and necessarily in conducting the affairs of the Corporation. Those expenses must be submitted in writing stating the reason, use, along with a copy of the receipt. All expenditures must be approved by a majority vote of the Board of Directors.

Term:

Directors shall serve one-year terms without term limits; however, re-election is required annually at the Corporation's annual General Meeting. Officers shall also serve one-year terms, with eligibility for re-election without term limits. If a director or officer is not re-elected, their term shall end immediately unless otherwise provided by law. In the event of an unexpected vacancy, the procedures outlined in the Vacancies section below shall be followed.

Vacancies:

Any vacancy in the Board of Directors or Officers may be filled by a majority vote of the remaining directors at the next quarterly meeting or any special meeting called by a majority of the Board. In case of a vacancy that results in the loss of a legally required officer under Ohio nonprofit law, or a reduction of the number of directors below the legal minimum, nominations shall be submitted within 14 calendar days to the Secretary (or President if the Secretary position is vacant). A special meeting shall be convened to consider nominations, and a vote will be held within 30 days. If the vote fails to confirm a nominee, another special meeting shall be called within 14 days to consider new or additional nominees until the vacancy is filled.

Removal:

A Director may be removed by a two-thirds vote of the Board if found to be involved in negligence, misconduct, or any behavior deemed inappropriate for a member of the Corporation. Prior to the vote, the Director in question shall be given written notice of the reasons for removal and the opportunity to present a defense either in writing or in person before the Board.

ARTICLE XI – Meetings

Regular Meetings

The Board shall hold regular meetings at least quarterly at times and places it designates. An annual General Meeting shall be established for the purposes of holding all scheduled elections.

Special Meetings

Special meetings may be called by the President or any two Directors with at least seven (7) days' notice.

Quorum

A majority of the Directors present at any meeting shall constitute a quorum for conducting business.

Voting:

Each Director shall have one (1) vote. Decisions shall be made by majority vote unless otherwise specified in these bylaws. Votes may be in the form of paper ballots, roll call votes, or electronically communicated at the discretion of the Board Members present for the meeting.

Action Without a Meeting

The Board may take action without a meeting if a majority of Directors consent in writing or by electronic communication. Electronic communication may include any form of electronic communications approved by a majority of Directors, including but not limited to, telephone conversations, instant messaging, text messaging, email, etc. Any reportable action taken without a meeting shall be reported at the next meeting and shall be recorded in the meeting minutes.

Event of Tied Votes:

In the event the Board is unable to resolve a tied vote on any topic (a tie being a 50-50 split among present Board Members with all attempts at a majority resolution having failed), the vote shall fail. The issue may be revisited at a future meeting. If the issue significantly impacts the Corporation's functioning, the Board may, by a majority vote, opt to seek a mediator or external input to facilitate resolution.

ARTICLE XII – Elections

All candidates for the elected Board shall be nominated at the annual General Membership meeting or at any special meeting called by a majority vote of the Board of Directors.

Anyone nominated may be required to answer questions to the presiding Board regarding their qualifications as a Board Member. In the event a confirmation vote is not held at that time, a special meeting shall be called within 30 calendar days to hold a confirmation vote. This meeting shall only occur if a quorum exists. In the event a quorum does not exist, the meeting shall be rescheduled for the earliest available date when a quorum shall exist.

ARTICLE XIII – Finances

Fiscal Year:

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Budget

The Board shall approve an annual budget for the Corporation before the start of each fiscal year.

Financial Review

The financial records of the Corporation shall be reviewed at least annually by the Board of Directors, a designated auditor or financial review committee.

Contracts

The Board may authorize any officer or director to enter into contracts or execute and deliver instruments on behalf of the Corporation, provided a majority of the Board has approved of said actions.

Dissolution

Upon dissolution of the Corporation, after payment of all liabilities, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Miami County, Ohio in which the principal office of the Corporation is located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV – Amendments

These bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that written notice of the proposed amendment is given to all directors at least ten (10) days in advance.

ARTICLE XV – Dues/Fees

This Corporation does not require any dues or other fees to participate.

ARTICLE XVI – Conflict-of-Interest Policy

- Purpose The purpose of this policy is to protect the integrity of the Corporation's decision-making process and to enable our members, officers, and directors to make decisions in the best interest of the corporation.
- Definition: A conflict-of-interest occurs when a member, officer, or director has a personal or financial interest that may influence or appear to influence their decisions on behalf of the corporation.
- Disclosure: Members, officers, and directors must disclose any potential conflicts of interest to the Board of Directors as soon as they become aware of the conflict. This includes any direct or indirect financial interest, personal relationships, or other circumstances that could influence their judgment.
- Recusal: Individuals with a conflict of interest must recuse themselves from discussions and decisions related to the matter at hand. They shall not vote or participate in any deliberations regarding the issue.
- Review: The Board of Directors shall review any reported conflicts of interest and determine the appropriate course of action to ensure compliance with this policy.
- Documentation: All disclosures and actions taken in response to conflicts of interest shall be documented in the minutes of the Board meetings.
- Monitoring and Review: The Board of Directors shall periodically review this Conflict-of-Interest Policy to ensure its effectiveness and relevance, particularly in light of any complex financial interests that may arise. The review shall include an assessment of compliance with the policy, and any necessary updates shall be made to address new circumstances or changes in applicable laws or regulations. The Board may also establish an annual training program for members, officers, and directors to reinforce the importance of this policy and ensure ongoing awareness of potential conflicts.

ARTICLE XVII – Non-Discrimination Policy

- The Corporation shall not discriminate on the basis of race, color, religion, gender, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring, and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.
- The Corporation is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job

applicant on the basis of race, color, gender, national origin, age, religion, disability, veteran status, or sexual orientation

ARTICLE XVIII – Indemnification

The Corporation shall indemnify its officers, directors, advisory members, agents, and all volunteers to the fullest extent permitted under the laws of the State of Ohio for any liability incurred by reason of being or having been an officer, director, advisory member, agent, or volunteer of the Corporation, except in cases of willful misconduct or gross negligence. Indemnification shall be subject to procedures established by the Corporation, which include the submission of a written request for indemnification within thirty (30) days of the incident, a review process by the Board of Directors, and notification of the final decision regarding the request.

ARTICLE XIX – Volunteer Participation Requirements & Rules of Conduct

Volunteers participating in search and recovery efforts must adhere to and acknowledge the following requirements:

- **Physical Fitness:** Be reasonably fit and in good overall health, capable of performing physical activities associated with search efforts, which may include traversing difficult terrain.
- **Emotional Readiness:** Understand and acknowledge the risks of emotional trauma, particularly in searches where the outcome may involve discovering deceased individuals, including children, suicide/murder victims, or drowning victims. Volunteers who feel unable to emotionally handle such circumstances are requested to refrain from participating in searches where those outcomes are likely.
- **Assumption of Risk:** Volunteers acknowledge the inherent risks associated with search efforts, including potential injury, emotional distress, or unforeseen dangers posed by terrain or individuals encountered during searches. Volunteers must sign a liability waiver releasing the Corporation from any responsibility for injuries, harm, or damages that may occur during participation. Liability waivers will be distributed and collected at the initial meeting location prior to the commencement of any organized search. The Corporation will retain the signed liability waivers and store them for at least the minimum duration required by Ohio law.
- **Behavioral Conduct:** While participating in searches, volunteers are expected to conduct themselves appropriately. This includes, but is not limited to:
 - o Treating all individuals encountered with courtesy and respect
 - o Following the instructions of team leaders and staying on task

- o Obeying requests from first responders, law enforcement, or other professionals involved in the case
- o Complying with all local and federal laws
- The Silent Angel Code: Volunteers shall be known as "Silent Angels," a term reflecting our commitment to serving without seeking recognition or public spotlight. As Silent Angels, our volunteers must refrain from publicly bragging, sharing details, or announcing individual involvement in successful recoveries. We do not participate in search efforts for personal fame or organizational praise but solely for the benefit of the missing persons and their families.

Volunteers are strictly prohibited from engaging in media interviews for personal acclaim. Any interaction with the media should focus on the missing individuals and the ongoing efforts to locate them. Our priority is to keep the spotlight on the missing persons and encourage the media to continue shedding light on their stories until they are found. If a volunteer is approached by any member of the media, they are expected to refer them to designated spokespersons or use language that directs attention back to the case, such as, "Our only concern is finding the missing person, and we ask that you continue to help keep their story alive until they're brought home."

Volunteers who violate this code of conduct by publicly seeking personal recognition or engaging in unauthorized media interviews may face disciplinary actions, up to and including dismissal from future search efforts. This ensures that the mission of the Corporation remains focused on compassion, dignity, and respect for the missing persons and their families, without any distractions or personal agendas.

The Corporation reserves the right to request that a volunteer leave the search if their conduct is deemed inappropriate. In such cases, the Corporation will contact the appropriate authorities if the volunteer refuses to comply. However, the Corporation cannot be held liable for the behavior of volunteers on public property and cannot forcibly remove individuals from such areas if the authorities are unable or unwilling to do so.

ARTICLE XX – Current Board of Directors, Officers, & Advisory Members

Board of Directors:

Joshua Blackshire
1301 Spruce Street
Troy, OH 45373
(937) 214-1238

Christopher Wolford, Sr.
322 North Wayne Street

Piqua, OH 45356
(228) 261-4608

Sarah Jackson
9560 Country Club Road
Piqua, OH 45356
(937) 214-3344

Elected Officers:

President: Sarah Jackson
Compensation: NONE

Secretary: Christopher Wolford, Sr.
Compensation: NONE

Treasurer: Joshua Blackshire
Compensation: NONE

Advisory Members:

NONE

Youth Advisory Members:

Jaelyn Stamper

Exclusive Option to Join the Board:

Upon reaching the age of 18, Jaelyn Stamper shall have the exclusive option to join the Board of Directors. If Jaelyn elects to exercise this option, her appointment as a Director is pre-approved by the current Board of Directors, requiring no further voting or confirmation process. This option may be revoked by a two-thirds vote of the Board if Ms. Stamper is found to be involved in negligence, misconduct, or any behavior deemed inappropriate for a member of the Corporation. Prior to the vote, Ms. Stamper shall be given written notice of the reasons for the option to be voided and the opportunity to present a defense either in writing or in person before the Board.

Adoption of Bylaws

These bylaws were adopted by the Board of Directors of Locate and Recovery Assistance as of the date indicated by the signatures below, effective on this *26th* day of *September*, 2024.

SIGN: _____


PRINT: Sarah Jackson 

DATE: 09 / 26 / 2024

SIGN:  _____

PRINT: Christopher Wolford, Sr.

DATE: 09 / 26 / 2024

SIGN:  _____

PRINT: Joshua Blackshire

DATE: 09 / 26 / 2024