



## **BY-LAWS**

### **Mission Statement**

*The Laura Recovery Center exists to prevent abductions and runaways and to recover missing children by fostering the Triangle of Trust among law enforcement, community and a missing child's family.*

### **PURPOSES**

- ◆ As written in the Laura Recovery Center Articles of Incorporation, the purpose or purposes for which the Center is organized are:
- ◆ To develop, maintain and freely offer abduction and runaway prevention education programs.
- ◆ To develop, maintain and freely offer abduction response education programs.
- ◆ To promote the establishment of emergency preparedness action plans for missing children, through cooperative efforts between law enforcement and citizens.
- ◆ To develop, maintain and freely offer the "Laura Recovery Center Manual - Conducting a Search for a Missing Child".
- ◆ To assist with and promote the recovery of missing children.
- ◆ To search for children believed to have been abducted by a non-family member, when requested.
- ◆ To foster a Triangle Of Trust among family, citizens, and law enforcement.

### **THE BOARD OF DIRECTORS**

#### **Founders**

The Laura Recovery Center will be governed by a Board of Directors. Miles Allan Smither (aka Bob Smither) and Gail Elizabeth Orsmond Smither (aka Gay Smither) shall be permanent members of the Board of Directors and either may exercise veto privileges where Laura Kate Smither's name is used.

#### **Officers**

The Board of Directors shall consist of 5 members. The board shall appoint 3 members to serve as officers. The offices are President, Secretary and Treasurer.

**Vacancies**

If any Director position becomes vacant for any reason, such vacancy shall be filled by nomination by a member of the Board of Directors, and shall be approved by a majority vote of the Board of Directors.

**Powers**

The Board of Directors shall have control and management of all affairs of the Laura Recovery Center. The Board of Directors may adopt such rules and regulations as needed to manage the affairs of the Center, as shall be best suited in the judgment of the Board of Directors for accomplishing the purpose of the Center. Decisions of the Board, unless otherwise stated herein, must be approved by a majority of the board members.

**Removal**

A Director may be removed by at least a 2/3 majority of the current board or by the unanimous vote of the Founders.

**Regular Meetings**

The Board of Directors of the Center shall meet at least once per quarter. A majority of the current board members must be present to conduct a meeting. Proxy voting in writing shall be allowed.

**Special Meetings**

Special meetings of the Board of Directors may be called by the President, or any three members of the Board of Directors.

**Compensation**

Directors shall not receive any compensation for serving on the Board of Directors, but shall be reimbursed for any reasonable expenses that they may personally incur in carrying out their duty as a Director.

Loans to members of the Board of Directors from the Center are strictly prohibited.

Nothing herein contained shall be construed to preclude any Director from serving the Center in any other capacity and receiving compensation therefor, if expressly authorized by the Board of Directors and provided such compensation is not in violation of state or federal law, or the provisions of the Articles of Incorporation, and is not a prohibited transaction under the Internal Revenue Code.

**Dissolution**

The Board of Directors can dissolve the Laura Recovery Center by a 2/3 majority vote. Upon the dissolution of this Center, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Center, will be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Service.

**STAFF OF THE LAURA RECOVERY CENTER**

Designation: Hiring of staff shall be approved by a 2/3 majority vote of the Board of Directors.

**Removal**

Any member of the staff may be removed by the Board of Directors by the affirmative vote of a majority of the Board.

**Staff Direction**

The members of the staff shall be directed by the President of the Board of Directors.

**Compensation**

Members of the staff shall receive compensation for their services at the discretion of the Board of Directors. Members shall be reimbursed for any reasonable expenses that they may personally incur in carrying out their duty as a member of staff. No such payment shall preclude any member of the staff from serving the Center in any other capacity.

**FISCAL YEAR**

The fiscal year of the Laura Recovery Center shall commence on January 1 and end on December 31.

**AMENDMENTS**

The By-Laws of the Laura Recovery Center may be amended, added to, or repealed, or other or new By-Laws may be adopted in lieu thereof by the affirmative vote of at least a 2/3 majority of the Board of Directors.

Written and approved April 3rd, 1998

Amended November 2, 1999

Approved 2000, 2001, 2002, 2003, 2004, 2005 without change

Amended May 8, 2006