

## **Attachment 2**

### **BYLAWS OF Azure Lorica**

**EIN 27-1760264**

#### **ARTICLE I - NAME**

Section 1: The name of the organization shall be Azure Lorica.

#### **ARTICLE II - PURPOSE**

Section 1: This organization is organized exclusively for charitable, scientific and education purposes.

#### **ARTICLE III - ANNUAL MEETING**

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given to each board member, by mail, not less than ten days before the meeting.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates responsibility for day-to-day operations to the Officers. The Board shall have up to 8 and not fewer than 3 members. The board may receive a reasonable compensation.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve 3 year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a President, Treasurer, and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

## ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

## ARTICLE VI – AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

## ARTICLE VII – ADOPTION

These bylaws were approved and adopted at a meeting of the Board of Directors on September 30, 2010.