

**BYLAWS**  
**OF**  
**THE AANR EDUCATION FOUNDATION, INC.**

**ARTICLE I**

**NAME**

The name of the corporation is **THE AANR EDUCATION FOUNDATION, INC.** (hereinafter referred to as the "Corporation").

**ARTICLE II**

**PURPOSES**

The purposes of the Corporation are to receive and administer money and property for charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Corporation is organized and shall operate exclusively for such purposes. The activities of the Corporation shall include, but not necessarily be limited to:

- (a) Fostering among the public a just and tolerant appreciation of the human person and body and all its aspects.
- (b) Fostering recognition of the essential wholesomeness of the human body, that life is enhanced by the naturalness of social nudity and that physical health and mental well-being are enriched in social nude recreation and living.
- (c) Promoting the understanding and liberty that humankind may achieve by the practice of social nudism.
- (d) Promoting research on the subject of social nudism and membership organizations.
- (e) Enhancing opportunities for young nudists, and other youth deemed appropriate, to further their formal education through grants and scholarships.

The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

No part of the income or principal of the Corporation shall inure to the benefit of any Director or officer of the Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation. The Corporation shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under section 501(c)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way, except as permitted by the provisions of Section 501(h) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

### **ARTICLE III**

#### **STOCK**

The Corporation shall not issue shares of stock.

### **ARTICLE IV**

#### **OFFICES**

Section 4.1. **Business Offices.** The principal office of the Corporation shall be located at 1703 North Main Street, Kissimmee, Florida 34744. The Corporation may have such other office or offices, either within or without the State of Florida, as the Board of Directors may from time to time designate or as the purposes of the Corporation may require from time to time.

Section 4.2. **Registered Office.** The Corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not-for-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

### **ARTICLE V**

#### **MEMBERSHIP**

The Corporation shall not have members.

## ARTICLE VI

### **BOARD OF DIRECTORS**

Section 6.1. **Generally.** All power and authority of the Corporation shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of the Corporation consistent with the purposes of the Corporation. The members of the Board of Directors shall be referred to as "**Directors**". The Board of Directors, by general resolution, may delegate to committees of its own members or to officers of the Corporation such powers as it may see fit.

Section 6.2. **Number and Qualification.** The number of Directors of the Corporation shall be fixed from time to time, within any limits set forth in the Corporation's Articles of Incorporation, by resolution of the Board of Directors, but in no event shall there be less than nine (9) Directors. However, any decrease in the number of Directors shall not result in the removal of an incumbent Director. Directors shall be of legal age and need not be residents of the State of Florida.

Section 6.3. **Election and Term.**

(a) Each Director shall serve until removal, resignation, death, or disability, or, if earlier, upon the termination of any term set forth by the Board of Directors by resolution of the Board of Directors.

(b) At the first meeting of the Directors, the Directors shall, by resolution, be divided into three (3) classes with the number of Directors in each class being as nearly equal as possible. The term of office of those of the first class shall expire at the first annual meeting of the Corporation. The term of office of those of the second class shall expire at the second annual meeting of the Corporation. The term of office of those of the third class shall expire at the third annual meeting of the Corporation. At each annual meeting, Directors shall be chosen for a full term to succeed those whose terms have expired. Any increase or decrease in the number of Directors thereafter shall be so apportioned among the classes as to make all classes as nearly as equal in number as possible.

(c) Subject to paragraph (b) of this Section 6.3, all Directors of a class shall be elected as a group by the then serving Directors. All candidates for the Board of Directors shall be voted upon in a single ballot, and any outgoing Director who participates in the election shall be required to vote for as many different candidates as the number of elected Director positions to be filled in such election. There shall be no cumulative voting. The candidates, equal in number to the number of positions to be filled, who receive the largest number of votes in such single ballot shall be elected to serve as a Director.

(d) Subject to Section 6.4, upon the end of any term, a Director may nominate and vote for himself or herself for re-election.

Section 6.4. **Term.** Subject to paragraph (b) of Section 6.3, each Director shall serve for a terms of three (3) years and shall hold office until his or her successor is elected and shall qualify, or until his or her earlier resignation or removal.

Section 6.5. **Vacancies.** In the event of a vacancy in the Board for any reason, including an increase in the number of Directors, the then members of the Board shall elect new Director(s). A Director elected by the Board to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, until his or her successor is elected and shall qualify, or until his or her earlier resignation or removal.

Section 6.6. **Removal.** A Director of the Corporation may be removed at any meeting of the Board, duly called and at which there is a quorum, by the affirmative vote of a 2/3rds majority of Directors seated. The presence or absence of such Director shall not be taken into account for the purpose of determining whether a quorum is present, and such Director shall not be entitled to cast a vote on the question of his or her removal from office. A proposed removal of a Director at a Board meeting shall require a separate vote for each Director sought to be removed. The meeting notice shall state the purpose, or one of the purposes, of the meeting is the removal of a Director. Before any Director may be removed, written charges specifying the alleged sufficient cause that is detrimental to the best interests of the Corporation shall be filed with all members of the Board, the President or the Secretary. A copy thereof shall be served on the Director charged, and he or she shall be given the opportunity, at a meeting of the Board, to be heard on the subject of the charges. Any vacancy created by the removal of a Director at a Board meeting shall be filled by the members of the Board at the same meeting. Any Director removed from office shall turn over to the Board within seventy-two (72) hours any and all records of the Corporation in his or her possession. A Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the Board.

Section 6.7. **Resignation.** Any Director may resign at any time by giving written notice to all members of the Board, the Chairperson, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery. Failure of any member of the Board of Directors to attend three consecutive meetings of the Board without excuse shall, in the discretion of the Board of Directors, operate as a resignation from membership of the Board of Directors.

Section 6.8. **Place of Meeting.** Directors' meetings may be held within or without the State of Florida at such places as the Board of Directors shall determine.

Section 6.9. **Regular and Special Meetings.** The annual meeting of the Board of Directors shall be held on the first Saturday following the second Wednesday of August of each calendar year. In addition, regular meetings of the Board of Directors shall be held at such times as the Board of Directors may fix; provided, however, that the Directors shall meet at least twice in each calendar year. Special meetings may be called by the President or by a majority of the Board of Directors. Notice of each special meeting shall set forth the purpose of the special meeting and shall be given by the Secretary to each Director not less than fourteen (14) days before the meeting, unless each Director shall waive notice thereof before or after the meeting.

Section 6.10. **Quorum**. A majority of the Directors entitled to vote then in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors, and the act of a majority of the Directors shall be the act of the Board of Directors, except any act of removal of a Director, or any change to the Articles of Incorporation or Bylaws, shall require a 2/3rds quorum of all Directors entitled to vote, and a 2/3rds majority vote .

Section 6.8. **Action Without Meeting**. Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors, and such consent shall have the same force and effect as a unanimous vote at a meeting. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section shall have the effect of a meeting vote and may be described as such in any document.

Section 6.9. **Meetings by Telephone**. The Board may participate in a meeting by means of a conference telephone call or by electronic media, provided that all Directors participating in the meeting can hear or communicate with one another at the same time. Participation by such means shall constitute presence at such meeting.

Section 6.13. **Duties of Directors**. A Director shall perform his or her duties as a Director, including his or her duty as a member of any committee of the Board of Directors upon which he or she may serve, (a) in good faith, (b) in a manner he or she reasonably believes to be in the best interest of the Corporation, and (c) with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented,

(b) counsel, public accountants or other persons as to matters which the Directors reasonably believe to be within such person's professional or expert confidence, or

(c) a committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A person who performs his or her duties in compliance with this Section shall have no liability by reason of being or having been a Director of the Corporation.

Section 6.14. **Director Conflicts of Interest**. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a

committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her, or their votes are counted for such purpose, if:

(d) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(e) The contract or transaction is fair and reasonable to the Corporation at the time it is authorized by the Board of Directors or a committee.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 6.15. **Compensation of Directors.** Directors shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board of Directors. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

Section 6.16. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE VII

### **OFFICERS**

Section 7.1. **Officers.** The officers of the Corporation shall include a President, Vice President, Secretary and a Treasurer, each of whom shall be elected by and from the Board of Directors. Any two or more offices may be held by the same person. The officers so elected shall perform the duties set forth below and such other duties as may be assigned to him or her by the Board of Directors. Officers (except President, as stated below) who are also Directors shall have full voting rights.

Section 7.2. **President.** The President shall preside at all meetings of the Board of Directors. The President shall have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors. The President does not have voting rights except in the event of a tie vote.

Section 7.3. **Vice President**. The Vice President shall have such powers and perform such duties as the Board of Directors shall from time to time designate. In the absence or disability of the President, a Vice President specifically designated by the vote of the Board of Directors shall have the powers and shall exercise the duties of the President.

Section 7.4. **Secretary**. The Secretary shall (i) have the custody of and maintain all of the corporate records except the financial records, (ii) shall record the minutes of all meetings of the Board of Directors and shall be responsible for compliance with Section 6.1 with respect to such minutes, and (iii) send all notices of meetings out to the Board of Directors. In addition, the Secretary shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 7.5. **Treasurer**. The Treasurer shall (i) have custody of all corporate funds and financial records, (ii) keep full and accurate accounts and records of receipts and disbursements of the Corporation and be responsible for compliance with Section 6.1 with respect to such accounts and records, and (iii) render an accounting whenever required by the Board of Directors or President. In addition, the Treasurer shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 7.6. **Election and Term of Office**. As far as practicable, the officers of the Corporation shall be elected to a term of two (2) years at a meeting of the Board of Directors. If the election of officers is not held at least bi annually, the election shall be held as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier resignation, removal from office, or death.

Section 7.7. **Removal**. An Officer of the Corporation may be removed at any meeting of the Board, duly called and at which there is a quorum, by the affirmative vote of a 2/3rds majority of Directors seated. A proposed removal of an Officer shall require a separate vote for each Officer sought to be removed. The meeting notice shall state the purpose, or one of the purposes, of the meeting is the removal of an Officer. Before any Officer may be removed, written charges specifying the alleged sufficient cause that is detrimental to the best interests of the Corporation shall be filed with all members of the Board, the President or the Secretary. A copy thereof shall be served on the Officer charged, and he or she shall be given the opportunity, at a meeting of the Board, to be heard on the subject of the charges. Any vacancy created by the removal of an Officer at a Board meeting shall be filled by the members of the Board at the same meeting. Any Officer removed from office shall turn over to the Board within seventy-two (72) hours any and all records of the Corporation in his or her possession. An Officer who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the Board.

Section 7.8. **Vacancies**. A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term (if any).

Section 7.9. **Salaries**. Officers shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board of Directors. The Board of Directors shall have power in its discretion to contract for and to pay

to Officers rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

## **ARTICLE VIII**

### **COMMITTEES**

Section 8.1. **Executive Committees.** The Board of Directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any Director individually, of any responsibility imposed on him or her by these Bylaws, or by law. Any member of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served best by such removal.

Section 8.2. **Standing Committees.** There shall be three (3) permanent standing committees, consisting of at least three (3) Directors, appointed by the Board of Directors. The three (3) permanent standing committees are the Nominating Committee (as described in Section 8.3), the Gifts, Grants and Loans Committee (as described in Section 8.4) and the Funding Committee (as described in Section 8.5).

Section 8.3. **Nominating Committee.** The Nominating Committee shall be composed of at least three (3) Directors selected by the Board of Directors. The Nominating Committee shall present to the Board of Directors a list of candidates for officers and Directors at the annual meeting of the Board of Directors.

Section 8.4. **Gifts, Grants and Loans Committee.** The Gifts, Grants and Loans Committee shall be composed of at least three (3) Directors selected by the Board of Directors. The Gifts, Grants and Loans Committee shall present to the Board of Directors candidates and/or applicants to receive gifts, grants or loans from the Corporation and report on those requests for gifts, grants or loans from the Corporation that were received by the Corporation or the Gifts, Grants and Loans Committee but with respect to which the Gifts, Grants and Loans Committee has recommended denial of such request.

Section 8.5. **Funding Committee.** The Funding Committee shall be composed of at least three (3) Directors selected by the Board of Directors. The Funding Committee shall present to the Board of Directors a list of potential donors to the Corporation.

Section 8.6. **Advisory Committees.** Other Committees not having and exercising the managerial authority of the Board of Directors may be established by appointment of the Chairman or the Board of Directors. Any member of such committee may be removed by the Chairman or the Board of Directors (whoever appointed such member) whenever in the judgment of such persons the interests of the Corporation would be best served by such removal.

Section 8.7. **Terms of Office.** Each member of a committee shall continue as such until his or her successor is appointed, unless such committee shall be sooner abolished, or until his or her earlier resignation, removal from office, or death.

Section 8.8. **Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members of the committee. The chairman of the committee shall preside over the meetings of the committee.

Section 8.9. **Vacancies.** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor (if any).

Section 8.10. **Quorum.** Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section 8.11. **Rules.** Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws, and provided further that regular minutes of all proceedings shall be kept.

Section 8.12. **Compensation.** The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of a committee rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

## ARTICLE IX

### **BOOKS, RECORDS AND REPORTS**

Section 9.1. **Books and Records.** In compliance with Section 617.1601 of Florida Statutes, as amended, or any successor thereto, the Corporation shall keep as permanent records correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees possessing the authority of the Board of Directors. All books and records of the corporation shall be kept in written form or in another form capable of conversion into written form within a reasonable time.

Section 9.2. **Annual Reports.** The Corporation shall timely file all required forms with the appropriate governmental agency of the State of Florida.

## ARTICLE X

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 10.1. **Contracts**. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 10.2. **Gifts and Contributions**. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the Corporation. However, if a direction by the donor of any gift, grant, devise or bequest, however expressed, would, if followed, result in a contrary use, or if the Board of Directors is advised by counsel that there is a risk of such result, the direction shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result; provided, that if the donor has clearly stated that compliance with the direction is a condition of the gift, grant, devise or bequest, then the gift, grant, devise or bequest shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of the Corporation.

Section 10.3. **Deposits**. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 10.4. **Checks, Drafts, Orders for Payment**. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of both the President and the Treasurer of the Corporation.

## ARTICLE XI

### **NOTICES AND WAIVER**

Section 11.1. **Form; Delivery**. Notice required to be given to any party may be given in writing, by mail, addressed to such party at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Except as otherwise provided under the provisions of law or these Bylaws, notice may also be delivered personally, or by telephone, telecopy, telegram, or private overnight mail service.

Section 11.2. **Waiver**. Whenever any notice is required to be given under the provisions of law or these Bylaws, a written waiver thereof, signed by the person or persons

entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any Director who attends a meeting of the Board, without protesting such lack of notice at the commencement of the meeting, shall be conclusively deemed to have waived notice of such meeting.

## **ARTICLE XII**

### **INVESTMENTS**

Section 12.1. **Management of Investments.** Funds, securities and other property of the Corporation may be invested and reinvested under the direct management of the Board of Directors, such officers of the Corporation as may be designated by the Board of Directors, or such investment managers and/or brokers as the Board of Directors, in the exercise of its judgment, may engage for such purpose. The Board of Directors may authorize any such investment manager or broker engaged by the Board of Directors for such purpose to exercise such discretion as the Board of Directors shall determine, in the exercise of its judgment, to be in the best interests of the Corporation; provided, however, that in all such instances, the Board of Directors clearly and specifically shall instruct such investment manager or broker as to the extent and limitations of the discretion so authorized and shall require such investment manager or broker to make regular reports to the Board of Directors as to its investment policies, transactions on behalf of the Corporation and the results thereof.

Section 12.2. **Permissible Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments that a Director is or may be permitted by law to make or any similar restriction; provided, however, that (i) no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any Section or Sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507, and (ii) if the Corporation is a "private foundation" as defined in Section 509(a) of the Code at any time, the Corporation shall not hold any investments that constitute excess business holdings, as defined in Section 4943 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended, or that jeopardize or may be deemed to jeopardize the carrying out of any of the Corporation's exempt purposes, as set forth in Section 4944 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

## **ARTICLE XIII**

### **MISCELLANEOUS**

Section 13.1. **Agents and Representatives.** The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized by law.

Section 13.2. **Fiscal Year**. The fiscal year of the Corporation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of that year. The first fiscal year shall commence on the date of incorporation.

Section 13.3. **Corporate Seal**. The Board of Directors may provide for a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "Florida Corporation Not For Profit."

Section 13.4. **Indemnification**. The Corporation shall indemnify and advance expenses on behalf of its Directors and Officers to the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors or Officers arising from their relationships with the Corporation in any and all capacities. By resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor statute thereto, and/or (ii) provide insurance coverage to any and all of its Directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Corporation.

Section 13.5. **Definition of the Code**. For purposes of these Bylaws, the "**Code**" shall mean the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law enforced and effected during the continuance of the Corporation.

Section 13.6. **Severability**. If any provision of these Bylaws, or any section, sentence, clause, phrase, or word, or the application thereof in any circumstances, is held invalid, void or unenforceable, the validity of the remainder of these Bylaws shall not be affected thereby, and to this end the provisions hereof are declared to be severable.

Section 13.7. **Captions**. The captions contained in these Bylaws are for reference only, are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

Section 13.8. **Gender**. Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.

Section 13.9. **Interpretation**. In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

## **ARTICLE XIV**

### **PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall be the governing authority for conduct of all meetings of the Board of Directors and all committees, except where inconsistent with law, the Articles of Incorporation, these Bylaws or the rules adopted by the Board of Directors or any such committee for the conduct of its meetings.

**ARTICLE XV**

**DISSOLUTION**

In the event of dissolution or final liquidation, the remaining assets of the Corporation shall be applied and distributed as provided in the Articles of Incorporation of the Corporation.

**ARTICLE XVI**

**AMENDMENTS**

The Board shall have the power to adopt, alter, and repeal these Bylaws, and to adopt new Bylaws, by the affirmative vote of a 2/3rds majority of the Directors then in office, provided that such notice of the proposal to adopt, alter, or repeal these Bylaws, or to adopt new Bylaws, was included in the notice of the Board meeting at which such action takes place. Amendments to the Articles of Incorporation of the Corporation shall be made in like manner.

**ARTICLE XVII**

**SEAL**

The seal of the Corporation shall be in the form and style adopted from time to time by the Board of Directors.

**I HEREBY CERTIFY** that the foregoing Bylaws of **THE AANR EDUCATION FOUNDATION, INC.** are the Bylaws duly adopted by the Board of Directors of the Corporation by unanimous written consent of the Board of Directors effective as of September 2001.

Barbara Hadley, Secretary