

AMERICAN ASSOCIATION FOR NUDE RECREATION, INC.
Articles of Incorporation and Bylaws

TABLE OF CONTENTS

ARTICLES OF INCORPORATION

SECTION I – POLICY

- I. NAME
- II. MISSION, PRINCIPLES, VALUES AND VISION
- III. OBJECTS AND PURPOSE
- IV. STANDARDS

SECTION II – ORGANIZATION

- V. ORGANIZATION
- VI. REGIONAL DIVISIONS
 - A. Regional Divisions
 - B. Clubs
 - C. AANR Provisional Groups
 - D1. Non-Voting Memberships
 - D2. Voting Memberships
- VII. OFFICIALS
- VIII. COMMITTEES

SECTION III -- CONDUCT OF BUSINESS

- IX. MEETINGS AND CONVENTIONS
- X. RULING DOCUMENTS
- XI. FUNDS AND FINANCES

QUALIFICATIONS CHART

**RESTATED
ARTICLES OF INCORPORATION
OF THE
AMERICAN ASSOCIATION FOR NUDE RECREATION, INC.**

The undersigned, having formed a corporation, not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following by way of restatement of the Articles of Incorporation heretofore filed.

ARTICLE I - NAME

The name of this corporation is the AMERICAN ASSOCIATION FOR NUDE RECREATION, INC.

ARTICLE II - PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. To foster among the public a just and tolerant appreciation of the human person and body in all its aspects, and promote the understanding and liberty that humankind may achieve by the practice of social nudism.
2. To disseminate knowledge and information about the practice of social nudism.
3. To establish, maintain, and foster the establishment of resorts, places, parks and areas for recreation and the enjoyment of social nudism.
4. To lawfully, and in combination with others, seek the establishment and maintenance of such laws in any jurisdiction as will facilitate and provide for the purposes herein stated.
5. Without profit, to publish, print, and distribute and sell any and all communication media in furtherance of the purpose herein stated; and further to provide and offer for sale such services and merchandise as are or may be associated with said purposes.
6. Further, without profit, to do any and all of the foregoing and such other things as may be incident and related thereto, and as may be necessary to acquire, hold and dispose of real and personal property, to receive gifts and bequests in money or in any other form, to act as trustee of any funds or financial foundations that may be established under the exercise of this certificate of incorporation; to employ workers, to effect national organization and to provide for regional divisions hereof, to buy and sell, to make contracts, to carry on research and education, and to establish stores, develop communities, found schools and undertake any other enterprise incident to giving full and complete expression to the purposes herein set forth; and to exercise such powers and perform such lawful acts as are allowed by the then existing laws of the State of Florida.

ARTICLE III – QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons presently members and such other persons as, from time to time hereafter, may become members, in the following manner: Persons who believe in the objects and purposes of this corporation are qualified for membership by making application therefore and paying such fees as may be required, provided, however, that the Trustees of this corporation may, in lawful manner, reject such application.

ARTICLE IV – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers to these restated articles are:

| | | |
|--------------------------|---------------------------|----------------------|
| President: | Vice President: | Secretary/Treasurer: |
| James L.Hadley | Ron Welch | K.Mathesius |
| 4425 S.Pleasant Hill Rd. | 19888 -38th Ave. | RD 1,Box 242 |
| Kissimmee, FL 32741 | Langley,BC V3A 2T8 CANADA | Darlington, PA 16115 |

ARTICLE VI - OFFICERS

1. The officers of the corporation shall be President, one or more Vice Presidents, a Secretary/Treasurer and such other officers as may be provided in the bylaws.
2. The names of the persons who serve as officers of the corporation, until the next election thereof, are: President, James L.Hadley; Vice President, Ron Welch; Secretary/Treasurer, K.Mathesius.
3. The officers shall be elected by the members of the Association by such means and at such meetings as may be provided in the bylaws.

ARTICLE VII – BOARD OF TRUSTEES

1. The business affairs of this corporation shall be managed by the Board of Trustees. The number of Trustees may be changed from time to time, as provided by the bylaws, but shall never be reduced to less than three.
2. The Board of Trustees shall be members of this corporation.
3. Members of the Board of Trustees shall be elected and hold office in accordance with the bylaws.
4. The names and addresses of the persons who serve as Trustees for the ensuing year, or until the next election thereof, are:

Charles Youngman, 3800 S.W.142nd Avenue, Davie, FL 33330

Allen Keeney, 5830 S.E.Taylor, Portland, OR 97215

Wayne Alwine, RD 5, Box 119A, Johnstown, PA 15905

Wes Bunt, #301, 8715 Osler St., Vancouver, BC, V6P 4E8 Canada

Mary Cotterill, P.O.Box 898, Lutz, FL 33549

Rod Flack, P.O.Box 313, Calgary, AB T2P 2H9 Canada

Jack DePree, 5349 Coulter Lane, Oxford, OH 45056

Werner Radziwill, 329 Forget Street, Regina, SK S4R 4X7 Canada

Ed Liscomb, 340 Rosewood Avenue S.E., East Grand Rapids, MI 49506

Hap Hathaway, 5131 Loyola Street, Westminster, CA 92683

Marvin Hylin, 409 Madison, Washington, IL 61571

Elizabeth D.Page, 2924 South Monroe, Denver, CO 80210

Richard Lichlyter, P.O.Box 190, Graham, WA 98338

Al Hammes, 2109 W.Ray Circle, Santa Ana, CA 92704

Felix Botticchio, 2210 Donovan Drive, Eugene, OR 97401

ARTICLE VIII - BYLAWS

1. The members of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. The bylaws of this corporation may be amended, altered, or rescinded by two-thirds of the votes cast by the members or their accredited delegates at the annual meetings of the members, or by such means, as may be provided therein.

ARTICLE IX - AMENDMENTS

The members of this corporation may propose, adopt, and file amendments to these articles of incorporation, from time to time, as provided by the bylaws.

ARTICLE X - LOCATION

The location of this corporation is 810 North Mills Avenue, Orlando, Florida 32803. The Board of Trustees may, from time to time, move the office to any other location or locations.

ARTICLE XI - MEMBERSHIP

Membership in this corporation may be divided into one or more classes, as may from time to time be provided by the bylaws.

IN WITNESS WHEREOF, we, the undersigned officers of the corporation, have hereunto set our hands and seals this 10th day of August, 1982, for the purpose of restating the Articles of Incorporation of this corporation not for profit under and pursuant to Chapter 617 of the Florida Statutes, as amended.

Jim Hadley
PRESIDENT

Ron Welch
VICE PRESIDENT

K. Mathesius
SECRETARY/TREASURER

BYLAWS

AMERICAN ASSOCIATION FOR NUDE RECREATION, INC.

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|---------------------------|
| SECTION I - POLICY |
|---------------------------|

ARTICLE I - NAME

The name of the Association shall be the American Association for Nude Recreation, Inc., dba AANR. The headquarters of this Association shall be known as the Executive Office. The Certificate of Incorporation as currently amended shall be included with all copies of the Bylaws.

ARTICLE II – MISSION, PRINCIPLES, VALUES AND VISION

A. **AANR Mission**

AANR exists to protect, promote, provide and preserve nude recreation by:

- Protecting nudists and naturists from policies at the local, state and federal levels that interfere with the right to enjoy clothing-free recreation in appropriate settings;
- Promoting nude recreation by educating government leaders, employers and the public;
- Providing support services and community to our members;
- Preserving the financial viability, integrity and strength of the AANR organization.

B. The Principles of AANR shall be: “We recognize the essential wholesomeness of the human body and that life is enhanced by the naturalness of social nudity. From exercise to relaxation, physical health and mental well being are enriched through social nude recreation. We have the right to practice social nudity in appropriate settings, provided we do not infringe on the rights of others.”

C. **The Values of AANR:**

1. The value of being in business shall be: “Nudity and nude recreation in appropriate settings is an enhancing and enjoyable experience.”

2. The values by which we conduct business shall be:

“Service — We operate as a business oriented model driven by a strategic and long range plan focused on effectively and efficiently serving our diverse membership. We will provide the highest quality services and products within our resources to best meet our mission.

“People — As a membership association we strive to ensure that the will and interests of our membership are represented. AANR welcomes and encourages the involvement and participation of our membership. We recognize the value of members of national and regional groups. We recognize and value diversity, development and teamwork as vital elements of an effective association.

“Quality — We provide a range of services and will be a resource for sharing of information. Total commitment to continuous quality improvement is expected of our leaders and staff.

“Accountability — The AANR Board of Trustees will develop policies to establish standards of performance and provide guidance to empower staff to manage the business of the association.

“Communication — AANR is the premier source of information on nude recreation. Regular, reliable and effective communication between our leaders, staff and members is fundamental to achieving our objectives. Our communications are accurate and expressed in terms of measurements and facts.

“Trust — To encourage volunteers to reach their greatest potential, we will provide an atmosphere of respect and cooperation. We will discourage words and actions that negatively characterize volunteers and staff, reprimanding or sanctioning with any tools available. We encourage diverse contributions.”

- D. The Vision of AANR shall be: “To realize public acceptance of nudity and nude recreation in appropriate settings.”

ARTICLE III – OBJECTS AND PURPOSES

- A. To provide individual nudists and nudist club owners with a democratic organization through which the aims and feelings of both may be expressed for their mutual benefit.
- B. To gather and disseminate information which will assist the general public to understand the nature and principles of social nudism.
- C. To work with legislative, administrative, judicial, and enforcement officials toward the clarification and elimination of restrictive laws which unreasonably limit the practice of social nudism.
- D. To receive gifts, bequests or other contributions, to hold and dispose of real or other property, to negotiate contracts, or to undertake any other enterprise permitted under the Articles of Incorporation for the full and complete expression of the above purposes.

ARTICLE IV - STANDARDS

In accordance with our principles, the following standards shall be maintained:

- A. AANR welcomes all people willing to conform to its principles and standards, regardless of age, gender, marital status, religious beliefs, ethnic origin or sexual orientation.
- B. Any agreement to be photographed or to permit any public use of name, address or occupation shall not be a requirement of membership.
- C. We reject categorically any attempt to associate the good name and reputation of family social nudism, of any AANR chartered club, or of the American Association for Nude Recreation, with the sexual exploitation of the human body. We further reject any use of the terms nudist, nudism, family social nudism, or American Association for Nude Recreation, as a cover for sexually exploitative purposes, commercial or otherwise.
- D. The misuse, abuse or misrepresentation of any member's relationship with an AANR chartered club, or with AANR, in violation of these Principles and Standards, shall be grounds for termination of membership.

SECTION II - ORGANIZATION

ARTICLE V - ORGANIZATION

- A. General: The following subsections define the basic authority and responsibilities of the various elements in the total organization.

B. The Parent Organization:

1. American Association for Nude Recreation shall be composed of the members in good standing as of any given date. The decisions of the members shall be the final authority on all matters.
2. The Board of Trustees shall be made up of one (1) representative from each region.
 - a) A Regional Trustee for the purposes of the AANR ruling documents is defined as: A person who holds an AANR membership through an AANR club or as an AANR Direct member in the region he/she represents and whose official place of residence is within the geographical boundaries of that Region. With the consent of the Board of Trustees, an exception may be made to the residency requirement.
 - b) This board shall be the governing body of the Association and shall be accountable to the members for all its acts.
 - c) No two persons in the same family (i.e., husband/wife, sisters, brothers, brother/sister, parent/adult child or couples cohabitating in the same domicile even though they belong to different clubs) shall serve simultaneously on the Board of Trustees.
 - d) No employee of AANR or of businesses hired by AANR, or any immediate family members thereof, may serve as trustees.
 - e) Any trustee may be recalled in accordance with applicable Florida state laws, rules and regulations.
3. The following Executive Officers shall carry out the decisions of the members and of the Board of Trustees:
 - a) President -- shall be the chief administrative officer and executive head of the Association, and shall conduct the business affairs and other activities of the Association in accordance with the bylaws, policies and procedures. Shall prepare the agenda and preside at the annual membership meeting and at all meetings of the Board of Trustees.
 - b) Vice President -- shall serve as President if the President dies, resigns, or is otherwise unable to perform the duties of his office.
 - c) Secretary/Treasurer -- shall maintain Association records, take charge of Association funds, prepare reports as required, and perform such other duties as may properly come within the jurisdiction of such office. Shall record and transcribe the minutes of the annual membership meeting and all meetings of Board of Trustees.

C. The Regional Divisions:

1. It shall be the duty of each region to administer, in its respective area, those Association matters not reserved to the Parent Organization.
2. Each region may have a regional assembly made up of the elected delegates of the several clubs and the direct members within the region. This regional assembly may be the legislative body of the region and may be the final authority on all matters properly the concern of the region.
3. Each region may have a regional Board of Directors, which body may conduct the affairs of the region in accordance with the regional bylaws and which may be accountable to the regional assembly for all its acts.
4. Each region may include the following executive officers:
 - a) President
 - b) Vice President

- c) Secretary and/or Treasurer
- 5. All Officers, Directors, Committee Chairs, and other official positions, whether elected or appointed, shall be members in good standing of both AANR and the region.
- D. Clubs:
It shall be the duty of each club to act on behalf of the Association to determine the suitability of individuals for basic membership in the Association, and to cooperate with the parent and regional organizations as shall be necessary for same to carry out the duties set forth herein and as determined by the members, the Board of Trustees or regional governing body or bodies. Clubs shall not discriminate against individual AANR voting members by type of AANR voting membership held (e.g., non-landed club or direct membership) in their fee structures.
- E. Individual Members:
All members shall comply with the Bylaws, rules and regulations of AANR, the regions and the clubs which they attend.
- F. Notwithstanding any other provision of these Bylaws, neither the Association nor the regions shall be liable for any act or omission of a club or individual member.

ARTICLE VI – REGIONAL DIVISIONS

- A. All Association clubs located within the boundaries of a region shall be affiliates of that region.
 - 1. The regional divisions and the boundaries thereof are as follows:
 - a) The area to be served by the Eastern Region shall include and be the states of Maine, New Hampshire, Vermont, Massachusetts, New York, Connecticut, New Jersey, Pennsylvania, West Virginia, South Carolina, Georgia, North Carolina, Alabama, Tennessee east of a north/south line drawn through the city of Manchester, Rhode Island, Delaware, Virginia, Maryland, District of Columbia, Mississippi, the province of Ontario, Canada, Eastern Canada, including Quebec and provinces north and east of Quebec, and such foreign areas as it now serves and/or may later be assigned to it.
 - b) The area to be served by the Florida Region shall include the entire state of Florida, the Mexican states of Yucatan, Campeche, and Quintana Roo, any territory of the Virgin Islands, and the Commonwealth of Puerto Rico and such foreign areas as it now serves and/or may later be assigned to it.
 - c) The area to be served by the Midwest Region shall include the states of Ohio, Kentucky, Indiana, Michigan, Wisconsin, Illinois, Minnesota, North Dakota, South Dakota, Missouri, Iowa, Nebraska, Kansas, Tennessee west of a north/south line drawn through the city of Manchester, and such foreign areas as it now serves and/or may later be assigned to it.
 - d) The area to be served by the Western Region shall include the states of California, Colorado, Nevada, Utah, Arizona, New Mexico, Hawaii, Wyoming, Mexico west of a north/south line drawn through Juarez, and such foreign areas as it now serves and/or may later be assigned to it.
 - e) The area to be served by the Northwest Region shall include the states of Washington, Oregon, Idaho, Montana, Alaska and such foreign areas as it now serves and/or may later be assigned it.
 - f) The area to be served by the Western Canadian Region shall include the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, the Yukon Territory and the Northwest Territories.

- g) The area to be served by the Southwestern Region shall include the states of Arkansas, Oklahoma, Louisiana, Texas, Mexico east of a north/south line drawn through Juarez (except the three eastern most states), and such foreign areas as it now serves and/or may later be assigned to it. All direct members with Mexican addresses will be assigned to this region.
- h) The President, with the concurrence of the majority of the Board of Trustees, may assign a foreign area to a geographically appropriate region. This assignment must be ratified by two-thirds (2/3) of the members voting on the next ballot in order to add the information to the bylaws.
- 2. a) Since AANR recognizes that the regions are integrally related to the objects and purposes of AANR as well as the accomplishment of the mission of AANR, AANR shall take no action that would interfere with or impede the perpetual existence of the Regions so long as AANR remains in existence.
- b) As long as AANR remains in existence, AANR shall continue to collect the annual regional membership dues as established by the regions and forward such dues entitled to the respective regions' designated officials.
- 3. New regions shall be formed in the manner outlined in the Governance Manual.
- 4. Regions shall be expelled as outlined in the Governance Manual.
- 5. Regions may be dissolved as outlined in the Governance Manual.
- B. Clubs:
 - 1. Clubs may obtain an AANR contract as provided in the Governance Manual.
 - 2. Contracts shall be issued to individuals, partnerships, unincorporated associations or corporations as provided in the Governance Manual.
 - 3. Procedures for issuance, termination and reinstatement of contracts shall be as outlined in the Governance Manual.
- C. AANR Provisional Groups:
 - 1. Individuals who propose to qualify for an AANR charter may apply to AANR for provisional group status according to the guidelines in the Governance Manual.
 - 2. Procedures for applying for provisional group status, for qualifying for an AANR contract, and for the issuance of AANR contracts shall be established by the Trustees and shall be recorded in the Governance Manual.
- D. Membership. Details of all memberships are in the Governance Manual or the Operations Manual.
 - 1. Non-voting members. These may not hold regional or club memberships and may not hold office in the organization.
 - a) National Membership allows AANR to market its own product through advertising and public relations.
 - b) Legacy Membership offers a membership to minors that will extend their continuity of membership prior to their full adult membership.
 - 2. Voting Members. These members of AANR must also hold a concurrent regional membership and regional members must hold a concurrent voting membership in AANR.
 - a) Basic Membership is granted, along with regional membership, through any AANR contract club. The club through which an individual holds their AANR membership, as recorded by the Executive Office, shall be their basic club.
 - (a) Direct Membership may be obtained by applying for membership as a regional direct member through the AANR office. A regional direct

member is one who, by definition, is not a member through a contract club as defined in paragraph above.

- b) Young Adult Membership is offered at a reduced rate to individuals who are between the ages of 18 and 28 and who provide evidence of age.
 - c) Student Membership is offered at a reduced rate to individuals who are between the ages of 18 and 25 and who provide evidence of enrollment in a post-secondary institution of learning.
 - d) Premier Membership offers the basic or direct member an opportunity to contribute additional funding for enhanced benefits.
 - e) Life Membership offers the basic or direct member an opportunity for a long-term commitment. Honorary Life Membership is detailed in the Governance Manual.
 - f) Elite Life Membership offers the Life member an opportunity to contribute additional funding for enhanced benefits.
- E. AANR may develop additional non-voting affiliations as outlined in the Governance Manual or the Operations Manual.

ARTICLE VII - OFFICIALS

- A. The qualifications, method of election, term of office, etc. of the officials of the Association shall be as tabulated in the chart on the last two pages of this document.
- B. All elected Officers, Trustees and Committee Chairs of the Association shall serve without any remuneration in the form of salary but will be reimbursed for expenses for postage, stationery, telephone and other items necessary in the discharge of their duties.
- C. No elected Officer or Trustee shall simultaneously hold any other elective office in AANR or in a regional division.
- D. All Officers, Trustees, Committee Chairs and other officials, whether elected or appointed, shall be AANR voting members in good standing.

ARTICLE VIII - COMMITTEES

- A. A committee is generally advisory in nature, primarily responsible for making recommendations concerning the matters assigned thereto. The operation of committees shall be as outlined in the Governance Manual and/or the Committee Handbook.
- B. Appointment of Chairs and Special Committees:
 - 1. All committee chairs shall be appointed by the President, subject to approval by the Board of Trustees. The President shall be an ex-officio member of all committees except the Nominating Committee.
 - 2. Temporary special committees may be appointed by the President to give attention to matters not falling within the province of the committees outlined in the Governance Manual. The size and composition of such special committees shall be at the discretion of the President.

SECTION III - CONDUCT OF BUSINESS

ARTICLE IX – MEETINGS AND CONVENTIONS

- A. Annual Membership Meeting:

1. A convention, including a membership meeting, shall be held annually and shall commence on the second Wednesday in August. If necessary, this date may be changed to the first Wednesday in August. Any decision to that effect shall be made by the trustees at the Midwinter Meeting 30 months prior to the convention in question. Notice of the change shall immediately be circulated to all clubs and regions. Each regional division may hold a regional convention which should be completed at least three days prior to the opening of the AANR Convention.
 2. Any member of the Association in good standing shall be entitled to attend the membership meeting and shall be granted admission to the Convention upon presentation of his valid AANR card to the AANR registration desk and payment of the specified admission fees.
 3. An agenda shall be prepared by the President for the membership meeting, and it shall be circulated to clubs, officers, trustees, the chairs of the committees and the members not less than 30 days in advance of the membership meeting.
- B. Regional Assembly:
1. A convention of the Regional Assembly may be held annually within the region for the purpose of electing regional officers and directors, and to conduct such other business as may come before the regional convention. Each region may determine the ratio of regional delegate votes to club membership.
 2. The Secretary of each region shall notify the Executive Office of the results of the regional elections within 10 days of such elections. The secretary of each region shall provide the Executive Office with a copy of the minutes of each regional assembly and board meeting not later than 60 days after the event.
- C. Board of Trustees:
1. The first meeting of the newly elected Board of Trustees shall be held after the close of the membership meeting and before the close of the convention.
 2. Interim in-person meetings may be held at the discretion of the Board of Trustees.
 3. In the absence of an elected trustee for any in-person board meeting, the president of that region shall be designated alternate regional trustee. Alternates shall yield the position to their elected trustees. In the absence of both the elected trustee and the designated alternate, the position shall remain vacant.
 4. Each meeting of the Board of Trustees shall require the attendance of at least two-thirds of its authorized members to constitute a quorum for the transaction of the business of the Association. Before a quorum can be determined, any alternates shall be seated and counted as members in place of any regularly elected but absent members.
 5. Members of the Board of Trustees shall consider and vote on all matters within their jurisdiction which may be presented either during meetings of the Board of Trustees, telephone conference calls, or by interim vote.
 6. With the exception of executive sessions, which shall be subject to the provisions of Bylaw IX.C.7, all bona fide members of the Association shall be entitled to attend meetings of the Board of Trustees, but shall have neither voice nor vote in the proceedings. Permission to speak may be granted by the Board.
 7. Subject to the provisions of subsection 9 of this section the Board of Trustees may meet in executive session or adjourn an open session to an executive session only to:
 - a) Discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees or officers over whom it has jurisdiction; or any other personnel matter that affects one or more specific individuals;

- b) Protect the privacy or reputation of individuals with respect to a matter not related to "public" business;
 - c) Consult with counsel to obtain legal advice;
 - d) Consult with staff, consultants, or other individuals about pending or potential litigation;
 - e) Conduct or discuss an investigative proceeding on actual or possible criminal conduct;
 - f) Conduct collective bargaining negotiations or consider matters that relate to the negotiations.
8. At the discretion of the Board of Trustees, the Executive Director, Legal Counsel and/or others may attend an executive session.
 9. Construction: The exceptions of subsection 7 of this section shall be strictly construed in favor of open meetings of the Board of Trustees.
 10. Vote: Executive session shall be determined appropriate by a majority vote of the trustees present and voting.
 11. Minutes shall reflect:
 - a) Each item that the trustees considered;
 - b) The action that the trustees took on each item;
 - c) Each vote that was recorded.
 12. Minutes of the executive session can only be read in executive session.
 13. Copies of the minutes of all meetings of the Board of Trustees, interim motions and reports on interim voting shall be transmitted to the President, Vice-President, Secretary/Treasurer, Executive Director, all members of the Board of Trustees, Committee Chairs and Regional Presidents.
 14. The Board of Trustees shall cause a certified audit of the Association to be performed each year by May 31 with distribution to the Trustees as soon as possible.
 15. The Board of Trustees, at the Trustee meeting held in conjunction with the convention, shall decide upon the location of the AANR convention to be held two years ahead. A plurality of those voting is sufficient for the selection. Criteria for selection of the convention site and terms of a contract between the Association and the host club selected shall be specified by the Board of Trustees.
 16. An agenda shall be prepared by the President for all scheduled in-person meetings of the Board of Trustees and shall be published and circulated to all clubs not less than 30 days in advance of the date of the Board meetings.

ARTICLE X – RULING DOCUMENTS

- A. AANR Bylaws and Governance Manual:
 1. The AANR Bylaws shall take precedence over all other ruling documents within the Association, or any of its subdivisions, and shall prevail in case of conflict.
 2. The Executive Office shall issue and maintain a Governance Manual subject to the approval of the Board of Trustees. Said manual shall contain adequate instructions to insure consistent compliance with both the letter and the intent of the Association Bylaws.
 3. The Bylaws and Governance Manual shall be mutually exclusive; the latter shall prevail over all other ruling documents except the AANR Bylaws.
 4. The Legislation Committee may correct the spelling, punctuation, numeration, abbreviation, capitalization and grammar of the Bylaws to conform to current usage.

No such correction may alter the meaning or application of the Bylaws. All such corrections shall be subject to review by the Board of Trustees.

B. AANR Policy Decisions:

1. Any individual voting member or organized subdivision of the Association may request that the Board of Trustees make a policy decision for use as a guide to future actions.
2. Policy decisions and revisions thereof, shall require a majority affirmative vote by the Board of Trustees.
3. Such policy decisions may not be in conflict with previous decisions of the members.

C. Regional Ruling Documents:

Regional bylaws shall be adopted by a vote of the members of that region. Any regional bylaws, procedures, or policy decisions which conflict with AANR Bylaws, procedures, or policy decisions shall be void.

D. Parliamentary Procedure:

In all matters not covered by the AANR Bylaws or Governance Manual, the Association shall be governed by Robert's Rules of Order Newly Revised.

E. Amendments to Bylaws:

1. A proposed amendment to these bylaws may be submitted by any AANR voting member holding a valid voting membership card in the Association according to the procedure outlined in the Governance Manual.
2. Adoption of an amendment to these bylaws shall require two-thirds of the votes cast by the members during a regularly scheduled ballot. Such amendments shall be announced during the annual membership meeting and shall become effective at the end of that meeting unless otherwise specified within the amendment itself.
3. Emergency Clause: Between normally scheduled ballots, an emergency amendment to the bylaws may be proposed. If two-thirds of the Trustees concur, it shall be circulated to the members for a vote. If fewer than two-thirds of the Trustees concur, a referendum from the members will override the decision of the Trustees. The referendum petition must carry the endorsement of 300 AANR members, no more than 40% of which may hold membership in the same region. Upon the receipt and verification of such petition, the Executive Office will circulate the amendment to the members on an emergency ballot. Adoption of the amendment will require two-thirds of the votes cast by the members on such a ballot.

ARTICLE XI – FUNDS AND FINANCES

A. Sources of Income:

1. The income of the Association shall be derived from membership fees, contributions to the General fund, or such special funds as may be established, financial bequests and donations, commercial contracts, operation of a service department, or in any other manner permitted by the Certificate of Incorporation and approved by the Board of Trustees.
2. The holding and disbursement of such income shall be in accordance with the provisions of Sections B and C below.

B. Funds:

3. The general fund shall constitute the actual operating funds of the Association and into it shall be paid all membership fees except life membership fees, and such other income as is not specifically directed into some other fund. The salaries of the AANR Executive Office staff shall have first claim on the general fund and shall be protected before disbursements are made for any other purpose.

4. Special or restricted funds may be created by the Trustees following procedures specified in the Governance Manual. The purposes and limitations or restrictions which apply to each such fund shall be established at the time a fund is created.

C. Disbursement of Funds:

The Board of Trustees shall be exclusively responsible for authorizing disbursements from all funds. The Board may delegate a portion of this authority and responsibility to various Officers or Committees at the discretion of the Board, but within the limits of the specific provisions included in these bylaws.

D. Dissolution:

In the event of dissolution of the corporation, all assets shall be disposed of at the discretion of the Board of Trustees in accordance with applicable State and Federal laws, rules and regulations.

OFFICIALS' QUALIFICATIONS CHART

| | PRESIDENT | VICE PRESIDENT | SECRETARY/ TREASURER |
|---|---|---|--|
| QUALIFICATIONS | Voting member of Association in good standing for two years immediately prior to seeking nomination plus minimum experience of two years as elected Association official, or elected regional official or member of board of trustees, or member of regional board. | Same as for president. | Voting Member of Association in good standing for two years immediately prior to seeking nomination. |
| ELECTION OR APPOINTMENT | By majority vote of the returned ballots. In case of only one nomination for this office, a motion can be submitted to elect by acclamation. | Same as for president. | Same as for president |
| INSTALLATION | By any past president during final session of the membership meeting following his election. | Same as for president. | Same as for president |
| TERMS OF OFFICE & LIMITS | Term - two years or until a successor is elected. Limit on consecutive - four years (two full terms) plus any preceding partial term. | Same as for president. | Terms of Office and Limits: Two years or until a successor is elected. No limit on consecutive terms. |
| RECALL OR REMOVAL | For cause, in accordance with applicable Florida state laws, rules and regulations. | Same as for president. | Same as for president |
| VACANCY | Vice President shall serve as President. | Board of trustees shall elect successor. | Same as for vice president. |
| MEETINGS & VOTING RIGHTS | Shall attend and participate in the annual membership meeting and in the meetings of the board of trustees. No vote in trustees' meetings except when his/her vote would affect the results. | Shall attend and participate in the annual membership meeting and in the meetings of the board of trustees. No vote in trustees' meeting except when replacing the president. | Shall attend and participate in the annual membership meeting and meetings of the board of trustees. No vote in trustees' meeting. |
| AUTHORITY & SPECIAL PROVISIONS | Shall preside at all annual membership meetings and meetings of the board of trustees and appoint chairs of committees, subject to approval of Board of Trustees. May delegate conduct of meeting to vice president or other elected official if vice president is not present. | None except when properly presiding in place of the president. | No authority. Shall be bonded for not less than \$5,000. |
| PREPARATION & SIGNING OF | Shall sign all official Association documents with executive director or secretary/treasurer as provided in these bylaws, or as directed by the board of trustees | None except when properly presiding in place of the president. | Sign financial statements, prepare minutes of membership meeting and board meeting. |

OFFICIALS' QUALIFICATIONS CHART (Con't)

| | EXECUTIVE DIRECTOR | BOARD OF TRUSTEES |
|---|---|---|
| QUALIFICATIONS | Proven skills that may include business, office and/or financial management experience. | Same as for secretary/treasurer. Trustee must be a member of the region from which elected, must have served the region as an official or a member of the AANR board for at least one (1) year and must reside within the geographical boundaries of that Region. With the consent of the Board of Trustees, an exception may be made to the requirement. |
| ELECTION OR APPOINTMENT | By the president subject to board approval. | By the members. Each region elects one (1). Details are in the Governance Manual. |
| INSTALLATION | By presiding officer at start of employment. | During trustee meeting after the annual membership meeting. |
| TERMS OF OFFICE & LIMITS | Employment approved by the board of trustees. | Two years or until a successor is elected. Elected only in even years beginning in 2006. Limit on consecutive - three. |
| RECALL OR REMOVAL | By board of trustees. | For cause, in accordance with applicable Florida state laws, rules and regulations |
| VACANCY | President, until successor is hired, may appoint an interim Executive Director. | The affected region may determine a qualified replacement. |
| MEETINGS & VOTING RIGHTS | Same as for secretary/treasurer. | Attend meetings of board of trustees. Vote in accordance with Article IX, Section C of these bylaws. |
| AUTHORITY & SPECIAL PROVISIONS | Be in full charge of all operations of the executive office and staff working therein, except matters directly the responsibility of the secretary/treasurer as such. | Attend meetings of board of trustees. Authority as defined throughout these bylaws. |
| PREPARATION & SIGNING OF | Sign documents as provided by bylaws or action of board of trustees. Prepare corporation reports and have charge of corporate seal. | Review committee reports as requested by the president. |