

# **Bylaws**

**of**

## **The Florida Academy of Nutrition and Dietetics**

**An affiliate of the Academy of Nutrition and Dietetics**



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# ***FLORIDA ACADEMY OF NUTRITION AND DIETETICS BYLAWS***

## **ARTICLE I. - Name**

This Association will be known as the Florida Academy of Nutrition and Dietetics (the Florida Academy).

## **ARTICLE II. - Membership**

### **Section 1. Membership Classifications**

Membership of this Florida Academy shall be limited to members of the Academy of Nutrition and Dietetics whose official mailing address or designated affiliate is listed in Florida. The membership classifications shall be those outlined in Article II of the Academy of Nutrition and Dietetics Bylaws.

### **Section 2. Membership List**

The current list of members of the Academy of Nutrition and Dietetics officially listed in Florida shall be the official membership list of this corporation for all purposes.

### **Section 3. Rights and Privileges**

All members of the Florida Academy shall have all rights and privileges as set forth in Article II of the Bylaws of the Academy of Nutrition and Dietetics, and will have corresponding rights and privileges in the conduct of business as members of the Florida Academy.

### **Section 4. Publications**

All members whose Academy of Nutrition and Dietetics dues are not in arrears shall receive the Florida Academy's newsletter and complimentary publications.

### **Section 5. Dues**

Florida Academy members shall be eligible to become members of the affiliated districts of the Florida Academy upon payment of district dues. Payment of district dues shall be in accordance with the governing documents of the districts.

## **ARTICLE III. - Meetings of Members**

### **Section 1. Annual Meeting**

There shall be an annual educational meeting of the members of the Florida Academy except in case of an emergency declared by the Board of Directors.

### **Section 2. Business Meeting**

A. There shall be an annual business meeting of the members of the Florida Academy for

the purpose of presenting to the membership the annual reports of officers and the results of the election. This meeting shall normally be held during the Annual Meeting.

- B. Written or printed notice of the annual business meeting, stating place, date and hour of the meeting as fixed by the Board of Directors, shall be sent to all members not less than ten (10) nor more than ninety (90) days prior to the date of said meeting.

### **Section 3. Special Meetings**

- A. Special meetings of the members may be called by the Board of Directors.
- B. Written or printed notice of said meeting, stating the place, hour and purpose thereof as fixed by the Board of Directors, shall be sent by the Secretary of the Florida Academy to all members not less than five (5) days nor more than forty (40) days prior to the date of said meeting.

## **ARTICLE IV. - Affiliated Districts of the Dietetic Florida Academy of Nutrition and Dietetics**

- A. Districts of the Florida Academy may be formed and affiliated with the Florida Academy upon approval of the Florida Academy Board of Directors. Each affiliated district of the Florida Academy will adopt governing documents, which are consistent with Academy of Nutrition and Dietetics and the Florida Academy Bylaws as determined by the Florida Academy. The Florida Academy Bylaws Committee shall approve changes in district governing documents. Only members of the Academy of Nutrition and Dietetics may be members of the affiliated district associations.
- B. Presidents of affiliated districts shall be in the Division of District Presidents of the Administrative Council and shall be represented on the Board of Directors by the Chairman of District Presidents.
- C. Indemnification – The affiliated districts will be responsible for indemnifying District Presidents and others, and such affiliates will seek incorporation separate from The Florida Academy. The Florida Academy will not assume responsibility for districts with regards to expenses and liability actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which the district or any member by virtue of district membership, are made parties.

## **ARTICLE V. - Board of Directors**

### **Section 1. Composition**

#### **A. Composition**

The Board of Directors shall consist of the following: President, President-elect, Secretary, Treasurer, Chair of Delegates, Chair of District Presidents, Member-at-Large and a BOD Mentor, ex-officio. The Executive Director serves as an ex-officio member. The President does not vote except to break a tie.

## **B. Tenure**

The President, President-Elect, and the Chair of Delegates shall hold a seat for one (1) year or, until his/her successor shall have been qualified. The Secretary, Treasurer, Chair of District Presidents, the Member at Large shall hold a seat for two (2) years. The Board of Director Mentor, ex-officio shall hold a seat for one (1) year or, until his/her successor shall have been qualified.

### **Section 2. Functions**

The Board of Directors shall:

- A. Be responsible for business of the Florida Academy.
- B. Manage the properties and affairs of the Florida Academy.
- C. Establish policies and procedures for the Florida Academy.
- D. Establish a procedure for members of the Florida Academy and applicants for membership who wish to appeal a decision of the Florida Academy.
- E. Consider recommendations from the Administrative Council.
- F. Provide for responsible fiscal planning and control and direct the financial affairs of the Florida Academy.
- G. Provide for implementation and monitoring of the Strategic Plan.
- H. Develop the Florida Academy budget based on the Strategic Plan.
- I. Approve and accept offers for external funding for the Florida Academy as a whole or any unit.
- J. Approve in advance solicitations for external funding by Headquarters or units of the Florida Academy.
- K. Provide for implementation of the legislative and public affairs programs of the Florida Academy.
- L. Issue timely statements and initiate action on matters related to public policy based on positions and policies established by the state Florida Academy and in agreement with all Academy of Nutrition and Dietetics policies and position statements.
- M. Establish policies and procedures for the operation of Headquarters office.
- N. Select the Executive Director and conduct an annual performance appraisal.
- O. Approve policies for publications of the Florida Academy.

- P. Solicit nominations for Academy of Nutrition and Dietetics officers and awards.
- Q. Approve nominations for selected Florida Academy awards.
- R. Approve dates and places for the Annual Meeting.
- S. Delegate any of its powers in the course of operations to any committee or agent as allowed by law.
- T. Exercise such other power and perform all lawful acts permitted or required under the Florida Not for Profit Corporation Act.

### **Section 3. Meetings**

A minimum of three (3) regular meetings of the Board of Directors will be held annually at such time and place as may be determined by the Board.

### **Section 4. Other Means of Business Meetings**

Except where precluded by law of the state of incorporation, meetings of the Board of Directors may be held in person or via conference call, and members may attend a meeting from a remote location. The Board may also transact business by regular or electronic mail, conference calls, videoconferences, internet meetings or fax, indicating time and dates when a vote must be cast.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors will be given at least five (5) days notice. Notice may be given through the use of electronic technology, telephone or postal mail.

### **Section 6. Quorum**

A simple majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

### **Section 7. Manner of Acting**

- A. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.
- B. The Board may transact business through the use of postal mail and electronic technology. At least two-thirds (2/3) of the members of the Board shall be included in transacting business. Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the Florida Academy and upon each member thereof. All transactions will be maintained in the minutes.

## **Section 8. Committees**

- A. The Board of Directors may designate the creation of committees in order to accomplish the work of the Florida Academy in a timely manner. Appointment of Committees of the Board shall be for one (1) year, except as herein provided, with the President-elect appointing the chairs and members to serve during the President-elect's term as President unless otherwise specified. If a need is recognized during a President's term, the current President will appoint the committee. In case of a vacancy, the President shall make the necessary appointment. Committee chairs and members may be re-appointed to serve for additional term(s).
- B. Committees may be appointed for a specific time and for a specific purpose. The Committees shall have an appointed Chair and committee members. The Committee Chairs serves without vote. The Committees submit reports to the Board of Directors. The type of committees, their functions and duties are described in the Florida Academy Job Description and Committee Guidance Document Manual. Committees may transact business through the use of postal mail and electronic technology. At least two-thirds (2/3) of the members of the Committee shall be included in transacting business. Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the Florida Academy and upon each member thereof. All transactions will be maintained in the minutes.
- C. The Nominating Committee shall exist and be maintained by the Board of Directors as a non-Board committee. Its primary function shall be to identify qualified individuals to be placed on the ballot for election by members of the Florida Academy as identified in Section 2.A of Article XI. Any member of the Florida Academy may submit the name of an individual to the Nominating Committee for consideration, or a candidate for office may be placed on the ballot for election by petition. Petition forms and procedures shall be available on request from the Executive Director. The Board of Directors shall establish such other responsibilities and rules of procedures of the Committee as deems necessary and appropriate to support the primary and other functions of the Committee.

## **ARTICLE VI. - Administrative Council**

### **Section 1. Composition**

The Administrative Council shall consist of three (3) divisions: Board of Directors, District Presidents and Delegates. The Nominating Committee and Chairmen of Standing Committees may be invited to attend AC meetings at the request of the President.

### **Section 2. Functions**

The Administrative Council (AC) shall exist to develop and further the purposes and programs of the Florida Academy and shall hold at least two (2) meetings each year. A simple majority of the council shall constitute a quorum:

- A. Adopt goals and objectives, set priorities and implement plans of action.



- B. Maintain fiscal accountability.
- C. Make recommendations to the Board of Directors on pertinent issues and concerns of the membership.
- D. Communicate the actions and concerns of constituents to and from the Board.

### **Section 3. Meetings**

- A. The Administrative Council will meet with the Board of Directors (BOD) at least two times per year. The act of a majority of the BOD and the AC present at a meeting at which a quorum is present shall be the act of the BOD and the AC, except where otherwise provided by law or by these Bylaws.
- B. The AC may transact business through the use of postal mail and electronic technology. A simple majority of the members of the Administrative Council shall constitute a quorum for the transaction of business at any meeting of the Administrative Council. Business must be submitted to the Board for final approval. All transactions will be maintained in the minutes.

## **ARTICLE VII. - Elected Officers**

### **Section 1. Executive Officers**

The Officers of the Florida Academy shall be a President, President-elect, Secretary and Treasurer.

### **Section 2. President**

The President shall serve for one (1) year.

Functions. The President shall:

- A. Serve as the Chief Executive Officer of the Florida Academy, Chair of the Board of Directors and preside at the Administrative Council meeting.
- B. Appoint the Chairmen and members of any committees.
- C. Ensure that all lawful orders and resolutions of the Board of Directors are carried out.
- D. Ensure that all recommendations submitted to the Board of Directors are duly considered.
- E. Serve as a member ex-officio without vote of standing and special committees except the nominating committee.
- F. Appoint liaisons to allied groups.

- G. Represent the Florida Academy at ceremonial functions.
- H. Have the general powers of supervision and active management usually vested in the office of President.
- I. Serve as the Chair of the Florida Academy Public Policy Panel.

### **Section 3. President-elect**

The President-elect shall serve for one (1) year and at the end of this term shall automatically become President of the Florida Academy.

Functions. The President-elect shall:

- A. Serve as a member of the Board of Directors.
- B. Perform the functions of the office of President in the President's absence or when the President is unable to perform functions of the President as determined by the Board.
- C. Serve as a member of the Fiscal Affairs Committees.
- D. Appoint the Chairmen and members of all committees to serve during the President-elect's term as President.
- E. Direct planning and preparations for the Annual Meeting.
- F. Perform such other duties as may be designated by the Board of Directors.
- G. Serve as Vice Chair of the Florida Academy Public Policy Panel.

### **Section 4. Secretary**

The Secretary shall serve for two (2) years.

Function. The Secretary shall:

- A. Serve as a member of the Board of Directors.
- B. Be responsible for the minutes of meetings of the Board of Directors, the Administrative Council and of the Florida Academy membership meetings(s) and for seeing that they are recorded, distributed and filed.
- C. Be responsible for tracking motions from AC/Board meetings to insure adequate resolution of such.
- D. Have any and all other powers and functions usually vested in the office of Secretary.

## **Section 5. Treasurer**

The Treasurer shall serve for a two-year (2) term.

Functions. The Treasurer shall:

- A. Serve as member of the Board of Directors.
- B. Serve as Chair of the Fiscal Affairs Committee.
- C. Have custody for all funds and securities of the Florida Academy.
- D. See that full and accurate financial records are kept and audited annually.
- E. Report the financial status of the Florida Academy to the Board of Directors, to the Administrative Council and to the membership at the Annual Meeting.
- F. Prepare and submit the budget for approval by the Board of Directors.
- G. Be responsible for implementing fiscal controls for the Florida Academy.
- H. Direct the Executive Director in the collection and disbursement of all monies.
- I. Provide timely financial reports to all units of the Florida Academy.
- J. Have any and all other powers and functions usually vested in the office of the Treasurer.

## **Section 6. Compensation**

The Board of Directors and officers of the Florida Academy shall have no authority to establish compensation for services to the Florida Academy as an officer, except the Board of Directors may establish and pay compensation to the Executive Director for services to the Florida Academy. An officer may be paid their expenses related to the duties of their office. This section shall not preclude any director from serving the Florida Academy in any other capacity and receiving compensation for such service.

### **ARTICLE VIII - Other Elected Officials**

#### **Section 1. Delegates to the House of Delegates**

- A. Delegates who are elected by the state membership shall represent the Florida Academy in the House of Delegates of the Academy of Nutrition and Dietetics.
- B. The Florida Academy shall be allowed one Delegate plus additional delegates based on the total number of voting members that reside within the state.
- C. The absolute size of the House of Delegates and the formula for determining the number

of delegates from each state shall be established by the Academy of Nutrition and Dietetics House of Delegates.

- D. A Delegate must have been a member of Academy of Nutrition and Dietetics for at least three (3) consecutive years immediately preceding the term as Delegate and must be a member of the Florida Academy. Delegates must be entitled by the Florida Academy membership classification to hold this office.
- E. Delegates shall be elected for a three-year (3) term and may be re-elected.
- F. Delegates shall take office at the same time the elected officers of the Academy of Nutrition and Dietetics assume their offices.
- G. The Board of Directors shall appoint an alternate Delegate(s) to serve in the place of the duly elected delegate(s) if he/she is unable to fulfill the duties of the office.
- H. The alternate Delegate shall have the same qualification as the Delegate.
- I. Delegates or alternate Delegates must be present in person at meetings of the House of Delegates.
- J. The Chair shall serve (1) one year and shall serve as Chair during the third year of her/his term. When (2) two delegates are elected and enter their third year of their term at the same time, the Chair of Delegates will be that Delegate who received the majority of the members' votes at the time that they were elected.
- K. The Chair represents the Delegates on the Board of Directors.
- L. The Chair coordinates the activities of the other Delegates.
- M. The Chair is the liaison from the Academy of Nutrition and Dietetics House of Delegates to the Florida Academy.
- N. The Chair will assign Delegates to visit various districts to report activities of the Academy of Nutrition and Dietetics -HOD

## **Section 2. Chair of District Presidents**

The Chair shall serve for a two (2) year term.

Functions. The Chair of District Presidents shall:

- A. Preside at all District President Division meetings.
- B. Represent the District Presidents on the Board of Directors by voting the majority wishes as expressed in the meeting of the Division of District Presidents of the Administrative Council.
- C. Keep the Board of Directors informed as to the activities, concerns and issues of the

District Presidents.

- D. Coordinate and disseminate information among the districts.
- E. Assist the Executive Director in planning Annual Meeting.

### **Section 3. Member-at-Large**

The Member-at-Large shall serve for a two (2) year term, and prior to the elected term as Member-at-Large shall never have served on the Board of Directors or Administrative Council of the Florida Academy. An appointed successor (due to filling an unexpired term) shall be eligible to run for a subsequent elected term.

The Member-at-Large shall:

- A. Serve as an advocate for the Florida Academy members and practice groups.
- B. Keep the Board informed of pertinent issues and concerns of members.
- C. Work closely with Board of Directors to develop alliances with other organizations and disseminate information to members.
- D. Assist the Executive Director in planning the Annual Meeting.
- E. Serve as liaison for the AND foundation campaign.

## **ARTICLE IX. - Elections**

### **Section 1. The Ballot**

- A. An official ballot shall be prepared by the Nominating Committee containing the names of all candidates. The Nominating Committee formulates an annual ballot consisting of the following:
  - 1. No more than two (2) candidates for the office of President-Elect.
  - 2. No more than two (2) candidates for the office of Secretary (alternate years).
  - 3. No more than two (2) candidates for the office of Treasurer (alternate years).
  - 4. No more than two (2) candidates for the position of Delegate (or other members of the Board of Directors) as needed.
  - 5. No more than two candidates (2) for Chair of District Presidents (alternate years)
  - 6. No more than two (2) candidates for Member at Large (alternate years)
  - 7. No more than four (4) candidates on even years or six (6) candidates on odd years, candidates for the two or three members of the Nominating Committee.
- B. If the Nominating Committee, after reasonable efforts, is unable to nominate two willing candidates who otherwise meet the qualification for office, as may be further defined by Florida Academy materials, a single candidate slate may be submitted to the membership.

- C. Write-in Candidates. The option of a write-in candidate as a right of membership exists in any election. However, no write-in candidate may be elected who does not meet the established qualifications for office. Nominations may be added by petition, following the procedure established in the Florida Academy's Policy and Procedure Manual.
- D. The ballot shall be mailed, e-mailed or posted electronically to the voting members not less than thirty (30) days prior to the closing of the polls.
- E. Only mailed, emailed, or electronically submitted ballots delivered by midnight of the day the polls are closed shall be counted per policy.
- F. A majority of the votes cast shall constitute an election.

**Section 2. Officers and Other Elected Officials**

- A. Active members may hold elected offices. Retired members may hold elected offices if they retire from classifications eligible to hold elected office.
- B. Florida Academy elected officers may not, except in extraordinary circumstances, simultaneously hold an elected or appointed executive position in any elected Academy of Nutrition and Dietetics office or an elected office in a related Academy organizational unit (i.e., affiliate, district association or DPG).
- C. Members of the Nominating Committee shall not be eligible to run for an elected office in the Florida Academy, while serving on the Nominating Committee. The President and President-Elect cannot serve consecutive terms in their respective offices
- D. Board of Directors and officers shall continue in office until their successors are elected and take office.
- E. Chair of the District Presidents must be an immediate past district president within the past three (3) years.
- F. Chair of Delegates must be a delegate who has served a minimum of one (1) year in the House of Delegates.
- G. A President-elect, Delegate(s), Nominating Committee and other officers as designated shall be elected annually.
- H. A Treasurer, Secretary, Chair of District Presidents and Member-at-Large shall be elected every two (2) years.

**Section 3. Tie Votes.**

In the event of a tie vote for an office, the election will be determined by lot.

**Section 4. Re-elections**

The President may serve a second term in the event of a vacancy in the office of President-elect.

## **Section 5. Vacancies**

If any of the following offices become vacant because of health, resignation, disqualification, removal, or other cause, the un-expired term shall be filled in the following manner:

- A. President. The President-elect shall succeed to the office of President and then shall serve until the end of the second annual meeting after said vacancy occurs.
- B. President-elect. A special election by the membership will be conducted by mail or other approved electronic technology.
- C. Secretary. The Board of Directors shall appoint a successor to fill the un-expired term.
- D. Treasurer. The Board of Directors shall appoint a successor to fill the un-expired term.
- E. Delegates. The Board of Directors shall appoint a successor to fill the un-expired term.
- F. Nominating Committee. If the vacancy is the Committee Chair, the Committee will vote for another Chair and the Board of Directors shall appoint a successor to fill the un-expired term of a vacated Committee member.
- G. Member-at-Large. The Board of Directors shall appoint a successor to fill the un-expired term.
- H. Chair of District Presidents. The Board of Directors shall appoint a successor to fill the un-expired term.
- I. Should the office of President and President-elect both become vacant at the same time, a special election of the membership shall be conducted by mail or other approved electronic technology at the earliest possible date. In the interim, the Chair of Delegates shall serve as President.

## **ARTICLE X. - Removal of Elected Officers and Other Officials**

Any elected officer, officer-elect, other elected officials, or appointed chair or committee members may be removed by the Board of Directors at any time with or without cause, by majority vote of the Board of Directors in accordance with Florida Statute, Title XXXVI, Chapter 617.0842, For Non-Profit Associations Article VII, Section 7 above. In addition, any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. The removal of an officer shall be without prejudice to the contract rights, if any, of the officers so removed, provided that such rights are set forth in a binding written contract.

## **ARTICLE XI. - Executive Director**

The position of Executive Director shall be a salaried position filled at the discretion of the Board of Directors. Subject to direction of the Board of Directors, the Executive Director will be responsible for the day-to-day fiscal and operational management of the Florida Academy. The Executive Director will not have budgetary, fiscal or policy setting authority.

The Executive Director will:

- A. Serve as an ex-officio member without vote on the Board of Director,
- B. Be accountable to the Board of Directors,
- C. Administer the Florida Academy's office,
- D. Implement policies of the Florida Academy as directed by the Board of Directors,
- E. Communicate regularly with the President, Secretary and Treasurer,
- F. Perform services as specified in the current agreement and other authority that the Board of Directors may delegate.

## **ARTICLE XII. - Publications**

- A. The Florida Academy shall publish an official publication, which shall be provided to all members.
- B. Policies shall be developed by the Board of Directors.
- C. Other publications and newsletters will be produced as authorized by the Board of Directors.

## **ARTICLE XIII. - Fiscal Year**

- A. The fiscal year of the Florida Academy shall be determined by the Board of Directors.
- B. Officers shall serve during the fiscal year for which they are elected, except delegates to the Academy of Nutrition and Dietetics -HOD, who shall serve in accordance with Academy of Nutrition and Dietetics fiscal year.

## **ARTICLE XIV. - Amendments**

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the membership of the Administrative Council provided that notice of the proposed amendment(s) be given to all members of the Florida Academy at least one (1) month prior to the meeting at which the amendment(s) is to be voted.



## **ARTICLE XV. -Parliamentary Authority**

Robert's Rules of Order, newly revised, shall constitute the parliamentary authority for the conduct of meetings of the Florida Academy and in all cases not covered by these Bylaws.

## **ARTICLE XVI. - Code of Ethics and Discipline**

The Florida Academy will abide by the Academy of Nutrition and Dietetics code of ethics for the profession of dietetics.

## **ARTICLE XVII. - Indemnification**

The Florida Academy shall indemnify all officers and directors of the Florida Academy to the full extent permitted by the General Not For Profit Corporation Act of the State of Florida and may indemnify other persons acting for the Florida Academy and shall be entitled to purchase insurance for such indemnification of officers, directors and other persons as determined from time to time by the Board of Directors of the Florida Academy.

## **ARTICLE XVIII. - Special Rules and Dissolution**

### **Section 1. Special Rules**

No part of the net earnings of the Florida Academy shall inure to the benefits of or be distributable to its members, trustee, officers or other private persons, except that the Florida Academy shall be authorized and empowered to make payment distributions in furtherance of the purpose set forth in Article II of the Bylaws. Notwithstanding any other provisions of the Articles in these Bylaws, the Florida Academy shall not carry on any activities that are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Law).

### **Section 2. Dissolution**

On the dissolution of the Florida Academy, the Board of Directors, after paying or making provision for payment of all liabilities of the Florida Academy, shall dispose of all of its assets exclusively to such organization or organizations exempt under Section 501 (c) (6) of the Internal Revenue code of 1986 (or the corresponding provision of any subsequent United States Revenue Law) as the Board of Directors shall determine.

## **ARTICLE XIX. - Registered Office and Agent, Seal and State Spokesperson, Books and Records**

### **Section 1. Registered Office and Agent**

The Florida Academy shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office shall be identical with such registered office, and may have other offices within or without the State of Florida and such other registered agents as the Board of Directors may from time to time determine.

## **Section 2. Seal**

The Board of Directors shall provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the word "Corporate Seal, Florida".

## **Section 3. State Spokesperson**

- A. Only those members of the Florida Academy designated by a two-thirds (2/3) majority vote of the Board of Directors may speak on behalf of or in a representative capacity of the Florida Academy.
- B. Only authorized members of the Florida Academy may speak on behalf of the Florida Academy at public, private meetings, conferences, talk shows or other forms of gatherings.

## **Section 4. Books and Records**

The Florida Academy shall keep books and records of account. It shall also keep minutes of the proceedings of its Board of Directors, members and committees having any of the authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained at the principal office of the Florida Academy.

### **ARTICLE XX. - Waiver of Notice**

Wherever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Florida or under the provisions of the Articles of Incorporation or the Bylaws of the Florida Academy, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.