

ILLINOIS PRIMARY HEALTH CARE ASSOCIATION
BYLAWS

Approved by the Assembly of Delegates October 5, 2011

ARTICLE I

Goals and Purpose

Section 1. Name. This association shall be known as the Illinois Primary Health Care Association, referred to as “IPHCA” or the “Association.”

Section 2. Purpose. To improve the health status of medically underserved populations by fostering the provision of high quality, comprehensive health care that is accessible, coordinated, culturally sensitive and linguistically competent, and community directed and accomplished through the following goals:

- Serve as a communication network and forum for the exchange of information and the resolution of mutual problems.
- Provide technical assistance and coordinate education/training opportunities concerning the establishment, expansion, and operation of primary care services.
- Serve as a united catalytic force to advocate and publicize the unique interests and contributions of the membership, including the development of dependable sources of financing.
- Provide fiscal and management services for appropriate business ventures, and develop collaborative efforts to promote efficiency and effectiveness of centers’ operations.
- Provide assistance in the recruitment and retention of professional staff consistent with the IPHCA approved recruitment and retention program.
- Provide assistance in the development and operation/maintenance of information systems, through liaison with other organizations, technical consultation/assistance, joint purchasing, and contractual services.
- Promote and provide liaison and linkages between the membership and related organizations and agencies.
- Maintain Association development through expansion of the membership base and staffing resources.

ARTICLE II

Association Membership

Section 1. Existence. The existence of the Association shall be perpetual.

Section 2. Membership Classifications. There shall be five classes of Association membership;

(1) Organizational; (2) Associate Group; (3) Coalition; (4) Network; and (5) Business.

Section 3. Organizational Membership. Organizational membership shall be available to any entity that is a Federally Qualified Health Center, either federally section 330 Primary Care, Homeless, Migrant or Public Housing supported or “look alike” designated. Organizational membership shall also be available to any non-profit community based entity that is an existing Association Organizational member in good standing on June 1, 1998. If an Organizational member loses its federal section 330 support or its Federally Qualified Health Center “look alike” designation during any membership year, it shall remain an Organizational member for the remainder of that membership year. However, Organizational membership shall not be available for such an entity during any membership year thereafter until such time that it either again becomes federally section 330 supported or “look alike” designated. Specific membership benefits shall be included in the membership application. In addition, Organizational members shall submit required documents to IPHCA by July 1 of every calendar year unless otherwise noted. Those documents required for submission include the most currently completed Audited Financial Statement, Uniform Data System (UDS) reports. The most currently completed Medicare and Medicaid cost reports, a one-time release letter to the Illinois Department of Healthcare and Family Services (HFS) allowing for the release of Illinois Health Connect (IHC) Provider Profile Reports to IPHCA, the most currently completed list of clinical providers, Form 5 Parts A-C from the latest budget period renewal grant (BPR), service area competition grant (SAC), or FQHC Look-Alike program application, and other required documents as determined by the Bylaws and Membership committee and specified in the annual dues letter. Uniform Data System (UDS) reports are due to the Association within one week after an Organizational member submits the report to the Bureau of Primary Health Care (BPHC). In addition, Organizational members shall submit their bylaws upon initial application for membership and upon revision of those bylaws. Such documents shall become the property of the Association and will not be sold, shared or rented to others in any way without express written permission of the Organizational

member supplying such documents. These documents will be used for various purposes including the development of Association membership directories. Information from any required document may be used by the Association to develop aggregate data with the intent to benefit Association members and their patients and for the purpose of informing government agencies and others about the activities of Association members generally.

Upon recommendation of the Bylaws and Membership Committee, the Board of Directors may, as necessary, change or add to those documents required to be submitted. All required documents, as listed above and in the annual dues letter, must be submitted to the Association at the specified due date above. Should any required document not be received by the date specified a written notice shall be sent to the organizational member requesting all of those documents which are missing. All missing documents must be received by September 1 of that same calendar year. If all the required documents are not received by September 1 of that same calendar year, a dues surcharge, to be determined by the Bylaws and Membership committee on an annual basis, shall be applied to each required document that is not received by the Association. This dues surcharge shall not exceed \$100 per document.

Section 4. Associate Group Membership. Associate Group membership shall be available to any organization, agency, foundation or association that supports the purpose and goals specified in Article I and is not otherwise eligible for Organizational or Network membership. Specific membership benefits shall be included in the membership application.

Section 5. Coalition Membership. Coalition membership shall be available to any community or state-based organization that has a formal partnership with the Association. The organization must support the purposes and goals specified in Article I and is not otherwise eligible for Organizational or Network membership.

Section 6. Network Membership. Network membership shall be available to any integrated service network that receives or has received funding from the Health Resources and Services Administration Integrated Services Development Initiative (ISDI), Shared Integrated Management Information Systems (SIMIS), or Health Center Controlled Network (HCCN) programs. Network members shall submit the most currently completed Audited Financial Statement. Organizational bylaws shall be submitted upon initial application for membership and upon revision of those bylaws. Other required documents as determined by the Bylaws and Membership Committee and specified in the annual dues letter shall be required to be submitted to the Association by July 1 of every calendar year. Such

documents shall become the property of the Association and will not be sold, shared or rented to others in any way without express written permission of the network member supplying such documents. These documents will be used for various purposes including the development of Association membership directories. Information from any required document may be used by the Association to develop aggregate data with the intent to benefit Association members and their patients and for the purpose of informing government agencies and others about the activities of Association members generally.

Upon recommendation of the Bylaws and Membership Committee, the Board of Directors may, as necessary, change or add to those documents required to be submitted. All required documents, as listed above and in the annual dues letter, must be submitted to the Association at the specified due date above. Should any required document not be received by the date specified a written notice shall be sent to the Organizational member requesting all of those documents which are missing. All missing documents must be received by September 1 of that same calendar year. If all the required documents are not received by September 1 of that same calendar year, a dues surcharge, to be determined by the Bylaws and Membership Committee on an annual basis, shall be applied to each required document that is not received by the Association. This dues surcharge shall not exceed \$100 per document.

Section 7. Business Membership. Business membership shall be available to any entity, which transacts business with any entity, which would qualify for Organizational membership, and which supports the goals specified in Article I. Entities conducting business under an executed Group Purchasing Agreement with the Primary Health Purchasing Alliance (PHPA) shall make application to join IPHCA as a Business Member. In addition to specific membership benefits included in the membership application, Business members can participate in any IPHCA committee in which nomination is not required.

Section 8. Membership Application. Any membership applicant shall file a written application with the Association. After review and recommendation by the Bylaws and Membership Committee, the Board of Directors shall accept or reject the application by two thirds (2/3) vote of the Board. The membership year shall constitute a 12 month period, extending July 1 through June 30. Membership applications shall be accepted at any time. However, Organizational memberships shall need Board of Directors approval at least 45 days prior to the annual meeting date in order for their Delegate to be entitled to vote at that annual meeting. All memberships are non-assignable and non-transferable.

Section 9. Membership Dues. Annual dues, structure and payment schedule shall be determined by the Board of Directors upon recommendation from the Bylaws and Membership Committee from time to time. Association members shall be deemed to be in good standing only upon the timely payments of dues. Any member may apply to the Bylaws and Membership Committee for dues hardship consideration according to the procedures of the Committee.

Section 10. Community Board Members. Each Organizational member of the Association may designate in writing any community board member who is a member of their governing board as individuals it wishes to participate in Association activities such as educational seminars and Association conferences.

ARTICLE III

Assembly of Delegates

Section 1. Appointment of Delegates. Each Organizational member shall appoint one (1) voting Delegate who is a senior level employee of that Organizational member. This appointed Delegate shall represent that Organizational member at the annual meeting of the Assembly of Delegates. The appointment shall be made annually at the same time dues are paid. The appointment shall be made in writing no later than 45 days prior to the annual meeting of the Assembly of Delegates in order for the delegate to be eligible to vote at the annual meeting. An Organizational member may change their appointment for the Delegate by filing a written notice with the Chair of the Board at any time during the year except that such written changes must be filed at least 45 days prior to the annual meeting date in order for their Delegate to be entitled to vote at that annual meeting.

Section 2. Vacancies. Should a vacancy occur the remaining term of all vacancies shall be filled in the same manner as originally designated.

Section 3. Term of Appointment. Each delegate shall serve for a term of one (1) year beginning on July 1 and ending on June 30 of every year. There shall be no limit on the number of consecutive terms a delegate may serve.

Section 4. Multiple Position Prohibition. No delegate may hold more than one position simultaneously. A Delegate is prohibited from being an Officer, Chair of a Standing Committee, or Regional Representative on the Board concurrently. Further, no Organizational member shall have more than

one Director on the Board of Directors at any time.

Section 5. Voting. Each Delegate shall be entitled to one (1) vote, which shall be cast only in person.

Section 6. Powers Reserved to the Assembly of Delegates. The following powers are reserved for the Assembly of Delegates:

- A. Adoption and amendments to these Bylaws, and;
- B. Election of Officers and the Chair of the Legislation and Public Policy Committee.

Section 7. Removal of a Delegate. A Delegate may be removed for cause from the Assembly of Delegates if approved by three-fourths (3/4) of the remaining total appointed Delegates at any meeting. A Delegate so removed shall be informed of his/her removal and the reasons therefore.

Section 8. Meeting. The annual Assembly of Delegates meeting shall be held at such place and time designated by the Chair of the Board.

Section 9. Notice of Meeting. Notice of the annual meeting of the Assembly of Delegates along with the proposed agenda shall be transmitted to each delegate at least five (5) working days prior to such meeting. Changes to the agenda may occur after a notice is transmitted and the fact that an item was not included on the transmitted proposed agenda shall not be a reason for postponing consideration of such an item.

Section 10. Waiver of Notice. Notice of any meeting of the Assembly of Delegates may be dispensed with if every Delegate attends or if every Delegate not present at such meeting shall in writing waive their right to notice and such written waiver shall be filed with the records of such meeting either before or after the holding of the meeting.

Section 11. Quorum. A simple majority of those persons appointed as Delegates shall constitute a quorum at an Assembly of Delegates meeting and no formal action at a meeting can be taken where a quorum is not present. If at any meeting it is determined that a quorum is not present, a majority of those Delegates present may recess the meeting until such time that a quorum is determined to be present.

Section 12. Manner of Action. The act of the majority of the Delegates present at a meeting at which a quorum is present shall be the act of the Assembly of Delegates, unless the act of a greater number is

required by statute, these Bylaws, or the Articles of Incorporation.

ARTICLE IV

Board of Directors

Section 1. Number. There shall be a Board of Directors which shall consist of 14 Organizational members. The Directors shall be the Immediate Past Chair, the Chair of the Board, the Chair-Elect of the Board, the Secretary of the Board, the Treasurer of the Board, the President and Chief Executive Officer, the Chair of the Legislation and Public Policy Committee and the seven (7) Regional Representatives who are elected as provided for in Article XI, Section 2.

Section 2. Election of the Board. The Board of Directors at the annual meeting shall elect Directors of the Board from those persons holding the offices and positions as provided in Section 1 of this Article. Only those persons elected by the Assembly of Delegates as provided for by Article III, Section 6 may hold the offices for Immediate Past Chair, Chair, Chair-Elect, Secretary, Treasurer, and Chair of the Legislation and Public Policy Committee. Only those persons elected by each of the regions as provided by Article XI, Section 2 as the Regional Representative on the Board shall be elected by the Board pursuant to this section.

Section 3. Vacancies. When vacancies occur the remaining term of all vacancies shall be filled in the same manner as originally designated.

Section 4. Term of Office. Each Director shall serve for a term of one (1) year beginning on July 1 and ending on June 30 of every year or until their successor is appointed.

Section 5. Multiple Position Prohibition. No Director may hold more than one position simultaneously. A Director is prohibited from being an Officer, Chair of a Committee, or Regional Representative on the Board concurrently. Further, no Organizational member shall have more than one Director on the Board of Directors at any time.

Section 6. Voting. Each Director shall be entitled to one (1) vote, which shall be cast only in person.

Section 7. Powers Reserved to the Board. The Board of Directors shall be the general governing body

of the Association. It shall have all of the powers necessary to carry out the purposes of the Association as set forth in Article I. Specifically, the following powers are reserved for the Board:

- A. Annual corporate budget approval;
- B. Approval of annual Association goals and objectives;
- C. Review and approval of annual Association financial audit; and,
- D. Approval of employment of a President and Chief Executive Officer.

Section 8. Removal of a Director. A Director may be removed for cause from the Board if approved by three-fourths (3/4) of the remaining total appointed members of the Board at any meeting. A Director so removed shall be informed of his/her removal and the reasons therefore.

Section 9. Meetings. The Board of Directors shall hold an annual meeting at such place and time designated by either the Board or its Chair. Special meetings of the Board may be called by the Chair, a majority of Directors appointed to the Board or the Executive Committee. All IPHCA Organizational members are encouraged to attend and participate in discussions at all IPHCA Board meetings, except that only Directors of the Board may vote on Board motions.

Section 10. Notice of Meetings. Notice of any meeting of the Board along with the proposed agenda shall be transmitted to each Director of the Board at least five (5) working days prior to such meeting and posted electronically on the Association website. Notice of any meetings of the Board along with a link to the proposed agenda and any accompanying materials to the extent they are available, shall be transmitted to each IPHCA Organizational member prior to such meeting and posted electronically on the Association's website. Changes to the agenda may occur after a notice is transmitted and the fact that an item was not included on the transmitted proposed agenda shall not be a reason for postponing consideration of such an item.

Section 11. Waiver of Notice. Notice of any meeting of the Board of Directors may be dispensed with if every Director attends or if every Director not present at such meeting shall in writing waive their right to notice and such written waiver shall be filed with the records of such meeting either before or after the holding of the meeting.

Section 12. Quorum. A simple majority of those Directors elected to the Board shall constitute a quorum at any meeting of the Board and no formal action at a meeting can be taken where a quorum is not present. If at any meeting of the Board it is determined that a quorum is not present, a majority of those Directors present may recess the meeting until such time that a quorum is determined to be

present.

Section 13. Manner of Action. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

ARTICLE V

Officers and the Chair of the Legislation and Public Policy Committee

Section 1. Title of Officers. The Officers of the Association shall be the Immediate Past Chair, Chair of the Board, Chair-Elect, Secretary, and Treasurer.

Section 2. Election of Officers and Chair of the Legislation and Public Policy Committee. The Chair-Elect, Secretary, Treasurer and the Chair of the Legislation and Public Policy Committee shall be elected by a majority vote of those Delegates present at the annual Assembly of Delegates meeting at which a quorum of the Delegates must be present. Should a quorum of the delegates not be present at the annual meeting, the election of the officers shall be postponed until such time and place where a quorum of the Delegates are present. If no delegate receives the necessary majority vote of those delegates present to be elected to an office, a run-off election shall immediately be held with only the two individuals receiving the greatest number of votes being on the ballot during the run-off election.

Section 3. Nomination of Officers and the Chair of the Legislation and Public Policy Committee. As provided for in Article XIII, Section 1, Nominating Committee, the Assembly of Delegates shall consider only those individuals nominated by the Nominating Committee. No nominations from the floor shall be considered.

Section 4. Officer Succession. A line of succession shall exist such that when a new Chair-Elect is elected annually, the existing Chair-Elect shall automatically become the new Chair of the Board, and the existing Chair of the Board shall automatically become the new Immediate Past Chair.

Section 5. Term of Office -Immediate Past Chair, Chair of the Board and Chair-Elect. The Immediate Past Chair, Chair of the Board and Chair-Elect terms shall be for one (1) year or until the next succeeding Chair-Elect is elected. Only the Chair-Elect shall be elected annually.

Section 6. Term of Office – Secretary, Treasurer and Chair of the Legislation and Public Policy

Committee. The Secretary, Treasurer and the Chair of the Legislation and Public Policy Committee terms shall be for two (2) years or until their respective successors are elected. Beginning in 2007, the Secretary and the Treasurer shall be elected every other year serving two (2) years. Beginning in 2008, the Chair of the Legislation and Public Policy Committee shall be elected every other year serving two (2) years. Thereafter, the election of the Secretary, Treasurer and the Chair of the Legislation and Public Policy Committee shall be staggered and shall be elected sequentially with the Secretary and Treasurer being elected in the same year and the Chair of the Legislation and Public Policy Committee being elected in the following year.

Section 7. Qualifications of Officers and the Chair of the Legislation and Public Policy Committee.

Only those persons who are Delegates on the Association's Assembly of Delegates are eligible to be an Officer or Chair of the Legislation and Public Policy Committee and may remain an Officer or Chair only as long as they remain a Delegate on the Assembly of Delegates. Additionally, Delegates eligible for the office of Chair-Elect shall have at least four (4) years employment experience as the chief executive officer or equivalent with an IPHCA Organizational member, and have served either as an Officer of IPHCA or as a Regional Representative on the IPHCA Board of Directors for at least two (2) of the last eight (8) years, and have an attendance record of 50 percent (50%) or better for each Standing or Administrative and Operations Standing Committee the Delegate served on the previous 12 months. Delegates eligible for the office of Secretary shall have at least three (3) years employment experience with an IPHCA Organizational member and have served on the Bylaws and Membership Committee for at least two (2) of the last eight (8) years, and have an attendance record of 50 percent (50%) or better for each Standing or Administrative and Operations Standing committee the Delegate served on the previous 12 months. Delegates eligible for the office of Treasurer must have at least three (3) years employment experience with an IPHCA Organizational member and have served on the Finance and Personnel Committee for at least two (2) of the last eight (8) years, and have an attendance record of 50 percent (50%) or better for each Standing or Administrative and Operations Standing Committee the Delegate served on the previous 12 months. Delegates eligible for the Chair of the Legislation and Public Policy Committee shall have at least four (4) years employment experience as the chief executive officer or equivalent with an IPHCA Organizational member, and have served either as an officer of IPHCA or serve as a Regional Representative on the IPHCA Board of Directors for at least two (2) of the last eight (8) years, and have an attendance record of 50 percent (50%) or better for each Standing or Administrative and Operations Standing Committee the Delegate served on the previous 12 months.

Section 8. Removal or Vacancy. Any Officer and the Chair of the Legislation and Public Policy Committee may be removed from office by a majority vote of those delegates present at a meeting at which at least two thirds (2/3) of the Delegates are present. A vacancy in an office occurring for any reason may be filled for the remainder of the term of that office by the Executive Committee. However, notwithstanding the above vacancy requirement, should a vacancy in the office of Immediate Past Chair occur, this office shall remain vacant and not be filled and the responsibilities and duties of the Immediate Past Chair shall become the responsibilities of the Chair of the Board for the remainder of the vacant term; and should a vacancy in the office of Chair of the Board occur, this office shall remain vacant and the responsibilities and duties of the Chair of the Board shall become the responsibilities of the Immediate Past Chair for the remainder of the vacant term. However, should a vacancy occur in the office of Chair-Elect, a special election shall occur as soon as reasonably possible after the vacancy occurs to fill the vacancy for the remainder of the vacant term as provided for in these Bylaws.

ARTICLE VI

Duties of Officers and Chair of the Legislation and Public Policy Committee

Section 1. Duties of the Immediate Past Chair. The Immediate Past Chair shall perform the following duties:

- A. Facilitate participation of Community Board Members who are members of governing Boards of Organizational members in activities of the Association as deemed appropriate;
- B. Serve as a member of the Executive Committee; and,
- C. Perform such other duties and responsibilities as may be from time to time assigned by the Chair of the Board or Executive Committee.

Section 2. Duties of the Chair of the Board. The Chair of the Board shall perform the following duties:

- A. Perform all such duties as are incident to the office and such other duties as may be required by laws, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board;
- B. Serve as a member of the Executive Committee;
- C. Preside at meetings of the Assembly of Delegates, Board of Directors and the Executive Committee;

- D. Serve as a non-voting ex-officio member of all Standing Committees; and,
- E. Preside at meetings of the Planning Committee and serve as its Chair.

Section 3. Duties of the Chair-Elect. The Chair-Elect shall perform the following duties:

- A. Preside at meetings of the Professional Staff Development Committee and serve as its Chair;
- B. Preside at meetings of the Nominating Committee and serve as its Chair;
- C. Serve as a member of the Executive Committee; and,
- D. Perform such other duties and responsibilities as may be from time to time assigned by the Chair of the Board or Executive Committee.

Section 4. Duties of the Secretary. The Secretary shall perform the following duties:

- A. Preside at meetings of the Bylaws and Membership Committee and serve as its Chair;
- B. Serve as a member of the Executive Committee;
- C. Perform such other duties and responsibilities as may be from time to time assigned by the Chair of the Board or Executive Committee;
- D. Certify and cause to be kept at the office of the Association, the original, or a copy of the Bylaws as amended or otherwise altered to date;
- E. Cause to be kept at the office of the Association, a book of minutes of all meetings of the members, the Assembly of Delegates, the Board of Directors, the Executive Committee and such other committees as deemed appropriate, recording therein the time and place of holding, whether regular or special, how authorized, notice thereof given, names of those present at the meetings of the members, the Assembly of Delegates, the Board of Directors and the Executive Committee, and proceedings thereof;
- F. Assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- G. Assure that the records and of the seal of the Association and that the seal is affixed to all duly executed documents, the execution of which on behalf of the Association under its seal is authorized by law or by these Bylaws;
- H. Cause to be kept at the office to the Association a membership book containing the name and address of each Organizational Member, Associate Group Member, Coalition Member, Network Member and Business Member, and each Delegate, and in any case where membership has been terminated, record such fact in the book together with the date

on which the membership ceased.

- I. Make available upon request at all reasonable times to any Member or Delegate of the Association, or to their agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the Members, the Assembly of Delegates, the Board and of the Executive Committee; and,
- J. In general, perform all duties incident to the Office of the Secretary and such other duties as may be required by law, by the Articles of the Incorporation, or by these Bylaws.

Section 5. Duties of the Treasurer. The Treasurer shall perform the following duties:

- A. Preside at meetings of the Finance and Personnel Committee and serve as its Chair;
- B. Serve as a member of the Executive Committee;
- C. Perform such other duties and responsibilities as may be from time to time assigned by the Chair of the Board or Executive Committee;
- D. Cause to be kept and maintain adequate and correct amounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, surpluses and deficits;
- E. Make available upon request at all reasonable times the books of account and financial records to any Member or Director of the Corporation;
- F. Render to the Chair of the Board and Directors, whenever requested by them, an account of any or all the transactions of the Corporation and of the financial condition of the Corporation.
- G. Present at the annual meeting of the Members and the Directors, a report of the financial status of the Corporation with a written copy attached to the minutes of such annual meeting;
- H. In general, perform all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws; and,
- I. Cause an annual audit to be performed of the Association's financial accounts.

Section 6. Duties of the Chair of the Legislation and Public Policy Committee. The Chair of the Legislation and Public Policy Committee shall perform the following duties:

- A. Preside at meetings of the Legislation and Public Policy Committee and serve as its Chair;
- B. serve as a member of the Executive Committee;
- C. Serve on the Board of Directors; and,

- D. Perform such other duties and responsibilities as may be from time to time assigned by the Chair of the Board or the Executive Committee.

ARTICLE VII

President and Chief Executive Officer

Section 1. Employment of President and Chief Executive Officer. The Board of Directors shall by a two-thirds (2/3) vote of the Board employ a President and Chief Executive Officer. The President and Chief Executive Officer may be removed only by a two thirds (2/3) vote of the entire Board of Directors.

Section 2. Accountability of President and Chief Executive Officer. The President and Chief Executive Officer is an agent of the Board of Directors and is accountable to the Board. He or she shall be the Chief Executive Officer of the Association and, subject to the direction of the Board of Directors, shall have responsibility for the general care, supervision, and direction of its affairs in the furtherance of the policies and programs established by the Board of Directors. The President's duties and compensation shall be prescribed in an employment contract approved by the Executive Committee.

Section 3. President and Chief Executive Officer Responsibilities. The President and Chief Executive Officer shall be responsible for:

- A. Executing the plans and policies of the Association in accordance with the procedures established by the Board of Directors;
- B. Negotiating and executing contracts, including those relating to grants, for the Association, and reporting such action promptly to the Executive Committee; except that the Executive Committee may designate specific contracts to be reviewed by others, or to be submitted to the Executive Committee for approval prior to execution;
- C. Recommending programs, strategies and activities to accomplish the purposes of the Association;
- D. Hiring, supervising and firing the staff of the Association, in accordance with the policies established by the Board of Directors;
- E. Functioning as a non-voting, ex-officio member of the Board of Directors and Executive Committee;
- F. Attending meetings of the Executive Committee and the Board, unless requested to be

- absent during evaluation of the President's performance;
- G. Representing the Association, or causing the Association to be represented, in work with professional associations and funding bodies; and,
- H. Performing such other duties, and exercising such other powers, as may be assigned by the Board of Directors or Executive Committee.

ARTICLE VIII

Executive Committee

Section 1. Executive Committee. There shall be an Executive Committee of the Board of Directors and the Chair of the Board of Directors shall serve as its Chair.

Section 2. Membership of Executive Committee. The Executive Committee shall consist of six (6) members. The members are the Immediate Past Chair, the Chair of the Board of Directors, the Chair-Elect of the Board, the Secretary of the Board, the Treasurer of the Board, and the Chair of the Legislation and Public Policy Committee.

Section 3. Multiple Position Prohibition. No member of the Executive Committee may simultaneously hold or simultaneously be elected to more than one position of the positions, which comprise the Executive Committee.

Section 4. Powers of the Executive Committee. The Executive Committee shall have all powers not reserved to the Assembly of Delegates or the Board of Directors which are necessary to set policy for and manage, control and direct affairs on the property of the Association, subject to these Bylaws. The Executive Committee may accept, on behalf of the Association any contribution, request, or grant for the support of the Corporation. The Executive Committee shall meet from time to time, as needed, to review and establish executive staff compensation and benefits.

Section 5. Creation of Committees and Administrative and Operations Committees. The Executive Committee may create from time to time, as deemed appropriate by a majority vote of its members, both committees, and Administrative and Operations Committees. Committees so created shall have the same powers and duties as those same types of committees have authorized under these Bylaws. Further, committees so created by a vote of the Executive Committee shall be reviewed and examined at least annually. If after review and examination the Executive Committee determines that such

created committees are still needed, the Executive Committee by a majority vote of its members shall extend the existence of such committees for an additional year.

Section 6. Meetings. The Executive Committee shall hold at least eight (8) regularly scheduled meetings annually at such place and time designated by either the Committee or its Chair. Special meetings of the Committee may be called by the Chair or a majority of members on the Executive Committee.

Section 7. Quorum. A simple majority of those persons appointed to the Executive Committee shall constitute a quorum at any meeting of the committee and no formal action at a meeting can be taken where a quorum is not present. If at any meeting of the Committee it is determined that a quorum is not present, a majority of those persons present may recess the meeting until such time that a quorum is determined to be present.

Section 8. Manner of Acting. The act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by statute, these Bylaws, of the Articles of Incorporation.

ARTICLE IX

Standing Committees

Section 1. Standing Committees. There shall be Standing Committees on Community Development, CHC Finance and Operations, Clinical Support, Compliance and Risk Management, Insurance and Legislation and Public Policy.

Section 2. Chairs and Vice Chairs of Standing Committees. The Chair of the Association will select one person who shall be a Delegate on the Assembly of Delegates to serve as Chair for each Standing Committee, except for the Legislation and Public Policy Committee. The Chair of the Legislation and Public Policy Committee shall be elected by the Assembly of Delegates as provide for by Article V. Additionally, the Chair of the Association will select a person or persons to serve as Vice Chair for each Standing Committee.

Section 3. Membership of Standing Committees. The Chair of the Association will solicit nominations from membership and select at least one (1) person from each of the four (4) regions to serve on the Committee. In the case of an Organizational Member, a Coalition member, an Associate Group Member, or Network Member, persons requested for appointment must be a senior level employee of the Member making the request. The Chair of the Board shall make appointments to all Standing Committees no sooner than 30 days after the date of the Board of Directors annual meeting. In making such appointments the Chair shall ensure that at least a majority of members of each Standing Committee be senior level employees of Organizational members. The terms of such appointments shall be for one (1) year or until the next succeeding Chair of the Board makes appoints to the same committee.

Section 4. Powers and Duties of Standing Committees. Standing Committees will have such powers and duties as are assigned to them by either the Board of Directors or the Executive Committee. Regardless of any powers and duties assigned by the Board or the Executive Committee, the Community Development Committee shall be responsible for recommending strategies for building community health center capacity, including input on expansion planning and shortage designations; the CHC Finance and Operations Committee shall be responsible for recommending training and technical assistance activities around health center finance and operations policies and procedures; the Clinical Support Committee shall be responsible for recommending clinical performance outcomes, recruitment and retention activities, and patient-centered medical home development activities; the Compliance and Risk Management committee shall be responsible for recommending risk management education and service goals, and corporate compliance training; the Insurance Committee shall be responsible for recommending activities and education related to Illinois' health insurance exchange, accountable care organizations, Medicare and all Medicaid managed care programs; and, the Legislation and Public Policy Committee shall be responsible for recommending the advocacy agenda. Each Standing Committee Chair shall report in person on its activities at every Board of Directors meeting. Should the Chair of a Standing Committee not be able to be in attendance, the Vice Chair of the Standing Committee shall make the report.

ARTICLE X

Administrative and Operations Standing Committees

Section 1. Administrative and Operations Standing Committees. There shall be Administrative and Operations Standing Committees on Finance and Personnel, Planning, and Bylaws and Membership.

Section 2. Chair of Administrative and Operations Standing Committees. The Chair of the Board shall be the Chair of the Planning Committee. The Secretary of the Board shall be the Chair of the Bylaws and Membership Committee. The Treasurer of the Board shall be the Chair of the Finance and Personnel Committee.

Section 3. Membership of Administrative and Operations Standing Committees. The composition of the Finance and Personnel Committee, Planning Committee, the Bylaws and Membership Committee, and any temporary Administrative and Operations Committee shall have at least a majority of their members be senior level employees of Organizational members. Each of these Committees shall have no more than seven (7) members who shall be appointed by the Chair of the Board. The terms of such appointments shall be for one (1) year or until the next succeeding Chair of the Board makes appoints to the same committee.

Section 4. Powers and Duties of Administrative and Operations Standing Committees. Administrative and Operations Standing Committees will have such powers and duties as are assigned to them by the Executive Committee. Each Committee shall report on its activities at every Board of Directors and Executive Committee meeting.

Section 5. Bylaws and Membership Committee – Hardship Determinations. In addition to any powers and duties assigned to it by the Executive Committee, the Bylaws and Membership Committee shall adopt procedures for reviewing dues hardship considerations. Such hardship procedures may provide for the lowering, extended payment or waiving of Association dues for any given membership year. In no instance shall the Bylaws and Membership Committee grant a dues hardship for more than one membership year and more than once for any Member. In all dues hardship considerations, the decision of the Bylaws and Membership Committee shall be final.

Section 6. Finance and Personnel Committee – Audit Responsibilities. In addition to any powers and duties assigned to it by the Executive Committee, the Finance and Personnel Committee shall have the following responsibilities:

- A. Approve the selection of the independent auditor and review the arrangements for, and scope of, the audit;
- B. Review the audited financial statements and consider the comments from the independent

- auditor including those with respect to weaknesses in internal accounting control and the consideration given to such comments, or corrective action taken by management;
- C. Review internal accounting procedures and controls with the Chief Financial Officer and the accounting staff;
 - D. Discuss matters of concern to the Finance and Personnel Committee, the auditor, or management relating to legal or ethical concerns, financial statements, or other results of the audit; and,
 - E. Establish and monitor policies to prohibit unethical, questionable, or illegal activities by employees.

ARTICLE XI

Regional Representation

Section 1. Regional Representation. There shall be Southern Illinois, Collar Counties, Northern and Central Illinois, and Chicago Regional Representation on the Board of Directors. Additional Regions may only be created by amendment of these Bylaws.

Section 2. Election and Terms of Board Representatives of Regions. The Southern Illinois Region shall elect, by majority vote, one (1) member from the Region, who is a Delegate on the Assembly of Delegates for an Organizational member, for a term of two (2) years to the Board or until their respective successors are elected as the Regional Representative to the Board. The Collar Counties Region shall elect, by majority vote, one (1) member from the Region who is a Delegate on the Assembly of Delegates for an Organizational member, for a term of two (2) years to the Board or until their respective successors are elected as the Regional Representative to the Board. The Northern and Central Illinois Region shall elect, by majority vote, two (2) members from its Region, who are Delegates on the Assembly of Delegates for an Organizational member, for a term of two (2) years to the Board or until their respective successors are elected as the Regional Representative to the Board. The Chicago Region shall elect, by majority vote, three (3) members from its Region, who are Delegates on the Assembly of Delegates for an Organizational member, for a term of two (2) years to the Board or until their respective successors are elected as the Regional Representative to the Board. Election of all Regional Representatives to the Board shall occur at a meeting of each Region occurring during the Association's annual meeting. Members who are deemed to have an attendance record of below 50 percent (50%) for each Standing or Administrative and Operations Standing Committee on

which they served the previous 12 months are not eligible for election. Regional Representatives to the Board are prohibited from serving consecutive terms as a Regional Representative. Beginning in 2011 and every other year, the Chicago Region shall elect Regional Representatives to the Board. Beginning in 2012 and every other year, the Southern Illinois, Northern and Central Illinois and Collar Counties Regions shall elect Regional Representatives to the Board. If a Regional Representative on the Board resigns before the end of their term or becomes ineligible to serve, a new Regional Representative to the Board shall be elected by the members of that Region at a special meeting.

Section 3. Membership of Regions. Each Organizational member's Delegate to the Assembly of Delegates shall be eligible to be a member on one (1) region by selecting on which region they wish to serve. This selection shall be in writing and shall be done no less than 45 days prior to the annual meeting of the Assembly of Delegates.

Section 4. Powers and Duties of Regions. Regions shall have such powers and duties as are assigned to them by these Bylaws only. In no instance may a Region make policy for the Association.

ARTICLE XII

Regional Coalitions

Section 1. Establishment of Regional Coalitions. Organizational members of the Association at their discretion may establish Regional Coalitions of the Association's Organizational members to address and discuss regional issues that are important or critical to a particular region of Illinois. The establishment of such Regional Coalitions are at the complete discretion of those Organizational members of the particular affected region.

Section 2. Procedures and Rules for Establishing Regional Coalitions. The procedures and rules for the establishment of such Regional Coalitions shall be established by those Association Organizational members establishing such a Regional Coalition.

Section 3. Powers and Duties of Regional Coalitions. Each established Regional Coalition shall have such powers and duties it determines are necessary. However, Regional Coalitions are expected to address regional issues not statewide or national matters and shall support and endorse all policies and positions of the Association. Additionally, it may be appropriate to incorporate as a not-for-profit organization in order to ensure that the nature of any and all discussions that a Regional Coalition may

have are protected by antitrust safe harbor laws.

Section 4. Association Support of Regional Coalitions. The Association will not provide direct staff support to any Regional Coalition that may be created.

Section 5. Regional Coalition Membership in Association. Any Regional Coalition that is established shall apply for membership in the Association as a Coalition Member as provided by Article II of these Bylaws and must be approved as a Coalition member.

ARTICLE XIII

Nominating Committee

Section 1. Nominating Committee. The Chair-Elect of IPHCA shall serve as the Chair of the Nominating Committee. The Nominating Committee shall be responsible for:

- A. Soliciting in writing for nominations at least 120 days prior to the Association's annual meeting from the Association membership for candidates for all Officers, Standing Committee Chairs-Elect, and any other positions elected by the Assembly of Delegates at the Association's annual meeting. No nominations, other than those submitted by the Nominating Committee, shall be considered by the Assembly of Delegates.
- B. Recommending at least two (2) individual candidates for all Officers, Standing Committee Chairs-Elect and any other positions elected by the Assembly of Delegates at the Association's annual meeting. Such recommendations shall be in writing and distributed to the Assembly of Delegates at least 30 days prior to the Association's annual meeting.

In making such recommendations ,no individual may be recommended for more than one (1) position at any Association annual meeting.

Section 2. Membership of Nominating Committee. The Nominating Committee shall consist of six (6) members. The members are the Chair of the Board, the Chair-Elect of the Board and four (4) persons who are Delegates on the Assembly of Delegates appointed by the Chair of the Board. The Chair shall select Assembly of Delegates appointees who are deemed to have an attendance record of 50 percent (50%) or better for each of the Standing or Administrative and Operations Standing Committee on which they served the previous 12 months. In making such appointments, the Chair shall attempt to make sure that the Committee is regionally, ethnically and gender representative of the Association's members. Such appointments shall be approved by the Board of Directors.

Section 3. Consent of Nominees. All individuals recommended by the Nominating Committee shall be subject to the consent of the nominee.

ARTICLE XIV

Professional Staff Sections

Section 1. Professional Staff Sections. There shall be Professional Staff Sections such as Finance Directors and Clinicians. The Executive Committee may create from time to time as deemed appropriate by a majority vote of its members such Professional Staff Sections.

Section 2. Election, Terms and Lines of Succession of Chairs and Chairs-Elect of Professional Staff Section. The Chair of the Board shall appoint for a term of one (1) year or until their respective successors are appointed as Chair-Elect for each Professional Staff Section. Appointment of all Professional Staff Section Chairs-Elect shall occur within 30 days of the meeting the officers of the Association are elected as provided in Article IV, Section 2. A line of succession shall exist such that when a new Professional Staff Section Chair-Elect is elected annually, the existing Chair-Elect shall automatically become the new Chair of their respective Professional Staff Section. Should the Chair of a Professional Staff Section leave before the end of their term, the Chair-Elect shall automatically assume the role of Chair for the remainder of the previous Chair's term as well as their one-year term. If the Chair-Elect of a Professional Staff Section leaves before the end of their term, a new Chair-Elect shall be appointed by the Chair of the Board.

Section 3. Membership of Professional Staff Sections. Any person who is an employee of a Member of the Association may belong to the Professional Staff Section of their choice by requesting in writing that they be added to the membership of a Section.

Section 4. Powers and Duties of a Professional Staff Sections. Professional Staff Sections shall have such powers and duties as are assigned to them by the Board of Directors or the Executive Committee. However, under no circumstances can a Professional Staff Section be assigned or requested to develop policy issues for the Association. In addition, the Professional Staff Sections, as necessary, shall report on their activities to the Board of Directors and the Executive Committee.

ARTICLE XV

Community Board Member Advisory Panel

Section 1. Community Board Member Advisory Panel. There shall be a Community Board Member Advisory Panel.

Section 2. Appointment of the Chair of the Community Board Member Advisory Panel. The Chair of the Board shall appoint the Chair of the Community Board Member Advisory Panel to one (1), one-year term. Should the Chair of the panel resign or is no longer a Director on the Board of an IPHCA Organizational member, before the end of their term, the Chair of the Board shall appoint a new Chair from the membership of the Community Board Member Advisory Panel.

Section 3. Membership of Community Board Member Advisory Panel. The Community Board Member Advisory Panel shall consist of no more than 13 members who are all Directors on the Boards of IPHCA Organizational members. Any Organizational member may nominate to the Chair any person who is a member of the Board of Directors of that Organizational member to the Community Board Member Advisory Panel. The Chair of the Board shall make appointments to the Community Board Member Advisory Panel within 30 days of receipt of nominations.

Section 4. Powers and Duties of the Community Board Member Advisory Panel. The Community Board Member Advisory Panel shall have such powers and duties as are assigned to it by the Board of Directors or the Executive Committee. Regardless of any powers and duties assigned by the Board or the Executive Committee, the Panel shall meet no more than one (1) time per year at the Association's annual meeting. The Community Board Member Advisory Panel shall make recommendations to the Board on specific areas of Community Board Member development, including training or peer to peer learning, which the panel believes would enhance the Community Board Member experience and the overall effectiveness of community boards. However, under no circumstances can the Community Board Member Advisory Panel be assigned or requested to develop policy issues for the Association. In addition, the Community Board Member Advisory Panel, as necessary shall report on their activities to the Board of Directors and the Executive Committee.

ARTICLE XVI

Professional Staff Development Committee

Section 1. Professional Staff Development Committee. There shall be a Professional Staff Development Committee. The Chair-Elect shall be the Chair of the Professional Staff Development Committee.

Section 2. Membership of the Professional Staff Development Committee. Each Chair of a Professional Staff Section shall be a member of the Professional Staff Development Committee. The Chair of the Board shall solicit recommendations from Organizational members for membership on the Committee in the areas of Human Resources and Information Technology and shall appoint members from the list of recommendations.

Section 3. Powers and Duties of the Professional Staff Development Committee. The Professional Staff Development Committee shall be responsible for assisting with the planning, selection of topics and other necessary matters with regards to the planning of any Association conference. Additionally, the Professional Staff Development Committee shall have such other powers and duties as are assigned to them by the Board of Directors or the Executive Committee.

ARTICLE XVII

Conflict of Interest

Part I

Purpose

The purpose of the Conflict of Interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Specifically, and without limiting the generality of the foregoing, the provisions of Section 108.60, as amended, of the Illinois General Not-For-Profit Corporation Act, shall govern all questions of director conflict of interest.

Part II

Definitions

Section 1. Interested Person. Any Director, Officer, or member of a Committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an “Interested Person.”

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
- B. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Part III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Part III

Procedures

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement. Any Interested Person may ask the Board to resolve any question of conflict of interest.

Section 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. Whenever a conflict of interest is found to exist with respect to any director, such director shall abstain from voting on such matter. For the purposes of obtaining a quorum for the conduct of business regarding such issue before the Board, no Director of the Board with the aforementioned type of interest shall be

counted among Board Directors present and eligible to vote that particular issue.

Section 3. Procedures for Addressing the Conflict of Interest.

- A. An Interested Person may make a presentation at the Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;
- B. The Chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
- C. After exercising due diligence, the Board or Committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; and,
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy.

- A. If the Board or Committee has reasonable cause to believe a Director, Officer or Member has failed to disclose actual or possible conflicts of interest, it shall inform such person(s) of the basis for such belief and afford the person(s) an opportunity to explain the alleged failure to disclose; and,
- B. If after hearing the Director, Officer or Member's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the Director, Officer or Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Part IV

Records of Proceedings

The minutes of the Board and all Committees with Board-delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest,

any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed; and,

- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Part V

Compensation

- A. A voting member of the Board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation;
- B. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation; and,
- C. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Part VI

Annual Statements

Each Director, Officer and Member of a Committee with Board-delegated powers shall annually sign a statement, which affirms such person:

- A. Has received a copy of the conflict of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and,
- D. Understands the Association is a charitable not-for-profit corporation and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Part VII

Periodic Reviews

No part of the net earnings of the Association shall inure to the benefit, or be distributable to its members, trustees, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and,
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Part VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Part VII the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIX

General Provisions

Section 1. Fiscal Year. The fiscal year of the Association shall be from July 1 to June 30.

Section 2. Office. The Association shall establish a principal office and may establish such other office or places of business as the Association may require.

Section 3. Auditing of Books. A full statement of the accounts of the Association shall be presented to the Board of Directors.

Section 4. Books and Records. The Association shall keep correct and complete books and records of all meetings and proceedings of the Assembly of Delegates, Board and Executive Committee and all financial transactions and affairs of the Association. Such books and records of the Association shall be open to inspection by any Director of the Board for any proper purpose.

Section 5. Corporate Seal. The Board of Directors may adopt a form of Corporate Seal which shall show the name of incorporation and state of incorporation.

Section 6. Parliamentary Procedures. Parliamentary procedures for all meetings of the Assembly of Delegates, Board of Directors and Committees shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 7. Individual Liability. No individual who is a Member or employee of the Illinois Primary Health Care Association, shall, by reason of his performance of any duty, function, or activity required of, or authorized to be undertaken by the Association, be liable for the payment of damages under any law of the United States, Illinois or any other State (or political subdivision thereof) if he/she has acted within the scope of such duty, function, or activity, has exercised due care, and has acted, with respect to that performance, without malice toward any person affected by it.

Section 8. Dissolution Clause. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not to be disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Section 9. Legislative or Political Activities. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 10. Operational Limitations. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law or (b) by a corporation,

contributions, to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XXIX

Amendments

These Bylaws or the Articles of Incorporation may be amended, repealed, or substituted at any regular or special meeting of the Assembly of Delegates by a two-thirds (2/3) vote of those present and voting provided that a quorum is present and further provided that a written notice of an intent to so amend, together with a statement of the proposed amendment is sent to each delegate by regular mail at least seven (7) days prior to such meeting. Such amendments, repeals or substitutions shall first be reviewed by the Bylaws and Membership Committee with the Committee adopting a recommendation concerning each proposal. The Committee's recommendation shall also be sent to each delegate at least seven (7) days prior to such meetings.