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Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning July 1, 2011, and ending June 30, 20 12

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization **Illinois Primary Health Care Association**

Doing Business As

Number and street (or P O box if mail is not delivered to street address) **500 South 9th Street** Room/suite

City or town, state or country, and ZIP + 4 **Springfield, IL 62701**

D Employer identification number **36-3369241**

E Telephone number **217-541-7300**

G Gross receipts $ **7,804,543**

F Name and address of principal officer **Bruce Johnson, President & CEO**
500 South 9th Street, Springfield, IL 62701

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◄ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ **www.iphca.org**

H(c) Group exemption number ▶

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation **1981**

M State of legal domicile **IL**

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: **IPHCA's mission is to improve the health status of medically underserved populations by fostering the provision of high quality, comprehensive health care that is accessible, coordinated, community directed, culturally sensitive, and linguistically competent. IPHCA accomplishes this through education, recruitment and retention, information system management, and advocacy.**

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	12
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	12
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	21
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	11,337,066	3,688,307
	9	Program service revenue (Part VIII, line 2g)	3,225,060	3,341,469
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	(367,892)	368
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	(184,662)	27,144
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	14,009,572	7,057,288
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	2,210,068	1,976,608
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	12,144,125	6,064,668
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	14,354,193	8,041,276
	19	Revenue less expenses. Subtract line 18 from line 12	(344,621)	(983,988)

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	13,159,207	11,629,777
	21	Total liabilities (Part X, line 26)	7,232,109	6,686,667
	22	Net assets or fund balances. Subtract line 21 from line 20	5,927,098	4,943,110

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SCANNED JUN 0 6 2013

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 5-13-2013

▶ Bruce Johnson / President and CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

6.11 20

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . ☑

1 Briefly describe the organization's mission:

IPHCA strives to improve the health status of medically underserved populations by fostering the provision of high quality, comprehensive health care that is accessible, coordinated, community directed, culturally sensitive, and linguistically competent.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 4,705,325 including grants of $) (Revenue $ 4,169,242)

IPHCA provides maintenance and support services for an integrated Practice Management/Electronic Health Record/Electronic Dental Record system that is utilized by 17 Federally Qualified Health Centers with delivery sites in medically underserved areas.

The goal of the network is to allow participating health centers to continue the services they provide to their community while realizing significant cost savings and benefits as a result of being part of a collaboration. The network will facilitate further integration and use of new technologies to enhance communication, trust, and renewed working relationships between diverse health center partners.

The network helps foster a working environment among health center partners, allowing for the free exchange of ideas and information between entities hundreds of miles away. It will create additional commonality among partners and will eliminate old excuses for not working together on common ground issues.

4b (Code:) (Expenses $ 1,176,053 including grants of $) (Revenue $ 1,046,966)

IPHCA provides training and technical assistance (T/TA) to potential and existing health centers, including its membership who operate in excess of 450 sites, through a cooperative agreement with the Health Resources and Services Administration (HRSA). Through this agreement, IPHCA conducts various statewide/regional T/TA activities to assist potential and existing health centers meet Health Center Program requirements and improve organizational performance.

4c (Code:) (Expenses $ 254,718 including grants of $) (Revenue $ 239,133)

Over the three year contract period, 282 (93 in 2012) students and primary care residents completed clinical or pre-clinical rotations through the Student/Resident Experiences and Rotations in Community Health (SEARCH) program. During their rotations, they cared for patients, gained experience working as a member on a multidisciplinary team, and received exposure to other essential elements of practice in HPSAs and FQHCs, including quality improvement, utilization of electronic health records, and concepts of the patient centered medical home. Students who participated in the Illinois SEARCH program represented a variety of disciplines, and 80 (28%) completed rotations in rural settings. Seven students were NHSC scholars. Responses to the post-rotation questionnaire were very positive, with a majority of participants stating that they would pursue a primary care career in underserved settings. Through this program, fourteen FQHC providers received preceptor development training in 2012. In addition, a new elective course on "Understanding America's Underserved" was developed and implemented at a local health professions school. Overall, the SEARCH program has been instrumental in enhancing training infrastructure at FQHCs and influencing career choices of participating health professions students/residents. It is hoped that a good number of participants will become future providers at FQHCs.

4d Other program services (Describe in Schedule O.)
(Expenses $ 952,889 including grants of $) (Revenue $ 1,136,375)

4e **Total program service expenses ▶** 7,088,985

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	✓	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	✓	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		✓
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		✓
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		✓
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		✓
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		✓
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		✓
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		✓
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		✓
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	✓	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		✓
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		✓
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		✓
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	✓	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		✓
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	✓	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		✓
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		✓
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		✓
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV.*	14b		✓
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		✓
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		✓
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		✓
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		✓
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		✓
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		✓
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		✓
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		✓
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	✓	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	24a		✓
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		✓
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		✓
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		✓
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		✓
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		✓
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		✓
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		✓
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		✓
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		✓
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		✓
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		✓
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		✓
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		✓
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		✓
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		✓
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		✓
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	✓	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	21		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		✓
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	21		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	✓	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	✓	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	✓	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		✓
b	If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		✓
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		✓
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		✓
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		✓
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		✓
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		✓
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI . . . ☑

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . **1a** 12 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent . **1b** 12			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		✓
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		✓
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	✓	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		✓
6	Did the organization have members or stockholders?	6	✓	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	✓	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		✓
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	✓	
b	Each committee with authority to act on behalf of the governing body?	8b	✓	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9	✓	

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		✓
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	✓	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	✓	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	✓	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	✓	
13	Did the organization have a written whistleblower policy?	13	✓	
14	Did the organization have a written document retention and destruction policy?	14	✓	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	✓	
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	15b	✓	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		✓
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ Illinois

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ Adam A. Bruns, Chief Financial Officer, 500 South 9th Street, Springfield, IL 62701, 217-541-7405

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) Bruce Johnson President and CEO	50			✓	✓	✓		327,421	0	74,746
(2) Frederick Bernstein Chair	5			✓				0	0	0
(3) Kim Mitroka Chair-Elect	5			✓				0	0	0
(4) Virgil Tolbert Treasurer	5			✓				0	0	0
(5) Berneice Mills-Thomas Secretary	5			✓				0	0	0
(6) Barbara Dunn Immediate Past Chair	5			✓				0	0	0
(7) Gordon Eggers Director	5	✓						0	0	0
(8) Dan Fulwiler Director	5	✓						0	0	0
(9) Lee Francis Director	5	✓						0	0	0
(10) Wayne Moyer Director	5	✓						0	0	0
(11) Irene Pierce Director	5	✓						0	0	0
(12) Farrell Davies Director	5	✓						0	0	0
(13) Cynthia Flamm Director	5	✓						0	0	0
(14) Kelly Carter Chief Operating Officer	50			✓		✓		118,580	0	19,658

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(15) Adam Bruns Chief Financial Officer	25			✓				24,648	0	2,148
(16) Jill Hayden Vice President of Government Affairs	50					✓		103,067	0	17,064
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										

	(D)	(E)	(F)
1b Sub-total . . . . . ▶			
c Total from continuation sheets to Part VII, Section A . . . ▶			
d Total (add lines 1b and 1c) . . . ▶			

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 3

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		✓
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	✓	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		✓

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CQuest America, Inc., 500 South 9th Street, Springfield, IL 62701	IT Consulting Services	4,971,452
NextGen Healthcare, 795 Horsham Road, Horsham, PA 19044	IT (EHR) Services	1,786,628

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 2

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts							
1a	Federated campaigns	1a					
b	Membership dues	1b	505,638				
c	Fundraising events	1c					
d	Related organizations	1d					
e	Government grants (contributions)	1e	2,744,609				
f	All other contributions, gifts, grants, and similar amounts not included above	1f	438,060				
g	Noncash contributions included in lines 1a-1f: $						
h	**Total.** Add lines 1a–1f ▶			3,688,307			
Program Service Revenue			Business Code				
2a	I-Net Network Fees		518210	174,863	174,863		
b	E-Net Network Fees		518210	2,873,628	2,873,628		
c	Conference Fees		900099	101,712	101,712		
d	GPO Revenue		561000	125,881	125,881		
e	Training Revenue		611710	65,385	65,385		
f	All other program service revenue						
g	**Total.** Add lines 2a–2f ▶			3,341,469			
Other Revenue							
3	Investment income (including dividends, interest, and other similar amounts) ▶			368			368
4	Income from investment of tax-exempt bond proceeds ▶						
5	Royalties ▶						
		(i) Real	(ii) Personal				
6a	Gross rents	641,484					
b	Less: rental expenses	747,255					
c	Rental income or (loss)	(105,780)					
d	Net rental income or (loss) ▶			(105,771)			(105,771)
		(i) Securities	(ii) Other				
7a	Gross amount from sales of assets other than inventory						
b	Less. cost or other basis and sales expenses						
c	Gain or (loss)						
d	Net gain or (loss) ▶						
8a	Gross income from fundraising events (not including $ of contributions reported on line 1c). See Part IV, line 18	a					
b	Less: direct expenses	b					
c	Net income or (loss) from fundraising events ▶						
9a	Gross income from gaming activities. See Part IV, line 19	a					
b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities ▶						
10a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory ▶						
	Miscellaneous Revenue		Business Code				
11a	Leased Employees		561000	132,915	132,915		
b							
c							
d	All other revenue						
e	**Total.** Add lines 11a–11d ▶			132,915			
12	**Total revenue.** See instructions. ▶			7,057,288	3,474,384		(105,403)

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	736,793	305,261	431,532	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	886,463	762,282	124,181	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	68,490	49,673	18,817	
9	Other employee benefits	176,212	155,850	20,362	
10	Payroll taxes	108,650	82,767	25,883	
11	Fees for services (non-employees):				
a	Management				
b	Legal	71,999	9,031	62,968	
c	Accounting	30,315	21,923	8,392	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other				
12	Advertising and promotion	1,414	995	419	
13	Office expenses	424,130	423,037	1,093	
14	Information technology	1,371,710	1,362,687	9,023	
15	Royalties				
16	Occupancy	315,586	254,436	61,150	
17	Travel	186,974	111,592	75,382	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	163,337	162,866	471	
20	Interest	12,112	11,712	400	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,217,202	2,187,217	29,985	
23	Insurance	41,544	31,248	10,296	
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	Professional Services	1,097,273	1,073,428	23,845	
b	Postage and Printing	54,836	51,968	2,868	
c	Maintenance and Leases	8,907	6,714	2,193	
d	Licenses and Fees	40,377	4,519	35,858	
e	All other expenses Miscellaneous	26,952	19,779	7,173	
25	**Total functional expenses.** Add lines 1 through 24e	8,041,276	7,088,985	952,291	
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

					(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			0	1	180,579
	2	Savings and temporary cash investments			258,465	2	13,135
	3	Pledges and grants receivable, net			845,482	3	387,680
	4	Accounts receivable, net			627,658	4	679,907
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			79,109	9	57,221
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	19,186,157			
	b	Less: accumulated depreciation	10b	8,874,902	11,348,493	10c	10,311,255
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11				15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			13,159,207	16	11,629,777
Liabilities	17	Accounts payable and accrued expenses			1,259,344	17	1,038,135
	18	Grants payable				18	
	19	Deferred revenue			248,220	19	253,879
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			5,524,714	23	5,272,889
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			199,831	25	121,764
	26	**Total liabilities.** Add lines 17 through 25			7,232,109	26	6,686,667
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			2,155,491	27	1,756,448
	28	Temporarily restricted net assets			3,771,607	28	3,186,662
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building, or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			5,927,098	33	4,943,110
	34	Total liabilities and net assets/fund balances			13,159,207	34	11,629,777

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,057,288
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,041,276
3	Revenue less expenses. Subtract line 2 from line 1	3	(983,988)
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,927,098
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	4,943,110

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☑ Accrual ☐ Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		✓
b	Were the organization's financial statements audited by an independent accountant?	2b	✓	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	✓	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	✓	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	✓	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Illinois Primary Health Care Association

Employer identification number
36-3369241

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☐ Type III–Functionally integrated **d** ☐ Type III–Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

	(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col (i) of your support? Yes	No	(vi) Is the organization in col (i) organized in the U S? Yes	No	(vii) Amount of support
(A)										
(B)										
(C)										
(D)										
(E)										
Total										

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	13,220,530	13,527,759	12,625,635	10,918,315	3,688,307	53,980,546
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	13,220,530	13,527,759	12,625,635	10,918,315	3,688,307	53,980,546
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4.						53,980,546

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	13,220,530	13,527,759	12,625,635	10,918,315	3,688,307	53,980,546
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	18,960	671	365	2,061	368	22,425
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						54,002,971

12 Gross receipts from related activities, etc. (see instructions) . . . 12 | 12,512,051

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . 14 | 99.96 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . 15 | 99.90 %

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☑

b **33 1/3% support test—2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33⅓% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33⅓%, and line 17 is not more than 33⅓%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33⅓% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓%, and line 18 is not more than 33⅓%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization: **Illinois Primary Health Care Association**

Employer identification number: **36-3369241**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . . . ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . . . ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . . . ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? . . . . . . ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . . ▶ $ ______

(ii) Assets included in Form 990, Part X . . . . . . ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 . . . . . . ▶ $ ______

b Assets included in Form 990, Part X . . . . . . ▶ $ ______

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ ________ %
b Permanent endowment ▶ ________ %
c Temporarily restricted endowment ▶ ________ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		685,700		685,700
b Buildings		8,345,282	1,816,863	6,528,419
c Leasehold improvements		268,362	268,362	0
d Equipment		9,886,813	6,789,677	3,097,136
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				10,311,255

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 12.)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 13.)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) **Due to funding source**	**121,764**
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	**121,764**

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,057,288
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	8,041,276
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	(983,988)
4	Net unrealized gains (losses) on investments	4	0
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV.)	8	0
9	Total adjustments (net). Add lines 4 through 8	9	0
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	(983,988)

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	7,804,543
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	0		
b	Donated services and use of facilities	2b	0		
c	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIV.)	2d	747,255		
e	Add lines **2a** through **2d**			2e	747,255
3	Subtract line **2e** from line **1**			3	7,057,288
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0		
b	Other (Describe in Part XIV.)	4b	0		
c	Add lines **4a** and **4b**			4c	0
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	7,057,288

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	8,788,531
2	Amounts included on line 1 but not on Form 990, Part IX, line 25.				
a	Donated services and use of facilities	2a	0		
b	Prior year adjustments	2b	0		
c	Other losses	2c	0		
d	Other (Describe in Part XIV.)	2d	747,255		
e	Add lines **2a** through **2d**			2e	747,255
3	Subtract line **2e** from line **1**			3	8,041,276
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0		
b	Other (Describe in Part XIV.)	4b	0		
c	Add lines **4a** and **4b**			4c	0
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	8,041,276

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XII and Part XIII. Lines 2d.

This amount is IPHCA's rental expense which has been netted against Gross Rents in order to establish Net Rental Income (Loss) as reported on Schedule 990 Part VIII, Line 6d.

Part XIV Supplemental Information *(continued)*

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
Illinois Primary Health Care Association	36-3369241

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☐ Tax indemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III. ☑ Compensation committee ☑ Independent compensation consultant ☑ Form 990 of other organizations ☑ Written employment contract ☑ Compensation survey or study ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		✓
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		✓
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		✓
	If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		✓
b	Any related organization?	5b		✓
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		✓
b	Any related organization?	6b		✓
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		✓
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		✓
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)–(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported as deferred in prior Form 990
1 Bruce Johnson	(i)	327,421			19,800	54,946	402,167	
	(ii)							
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
Illinois Primary Health Care Association	36-3369241

Form 990, Part III, Line 4d, Other Program Expenses

There are several programs included in this line item. IPHCA receives several grants from the Illinois Department of Public Health, DentaQuest Foundation, Cook County, and other agencies to perform services for the following programs: Oral Health Network, Cooperative Recruitment, and Emergency Preparedness. In addition, the other item included in this line item are the costs for IPHCA to provide services to its membership.

Form 990, Part VI, Lines 6 and 7a, Governing Body and Management

IPHCA is a membership organization with five membership categories: organizational, associate, business, coalition, and network. Organizational members are allowed one representative to be a member of the Assembly of Delegates. The Assembly of Delegates elect the officers and members of the Board of Directors.

Form 990, Part VI, Line 9, Governing Body and Management

Frederick Bernstein, Chair, 1250 Cedar Ct., Carbondale, IL 62901

Kim Mitroka, Chair-Elect, 4242 Highway 14 West PO Box 155, Christopher, IL 62822

Virgil Tolbert, Treasurer, 164130 Kenwood Ave., South Holland, IL 60473

Berneice Mills-Thomas, Secretary, 1276 N. Clybourn Avenue, Chicago, IL 60610

Barbara Dunn, Immediate Past Chair, 2905 N. Main Street, Decatur, IL 62526

Gordon Eggers, Director, 1200 W. State Street, Rockford, IL 61102

Dan Fulwiler, Director, 2001 S. California Avenue, Chicago, IL 60608

Lee Francis, Director, 1701 W. Superior Street, Chicago, IL 60622

Wayne Moyer, Director, 800 E. 55th Street, Chicago, IL 60615

Irene Pierce, Director, 3010 Grand Avenue, Waukegan, IL 60085

Farrell Davies, Director, 1701 W. Garden Street, Peoria, IL 61605

Cynthia Flamm, Director, 513 N. Main Street, Anna, IL 62906

Name of the organization: Illinois Primary Health Care Association

Employer identification number: 36-3369241

Form 990, Part VI, Line 11b, Governing Body and Management

IPHCA's tax returns are prepared by the Chief Financial Officer. After completion and review by the President and CEO, the returns are distributed to the organization's Board of Directors who are given time to review and comment on the returns. The final step is submission to the Internal Revenue Service.

Form 990, Part VI, Line 12c, Policies

IPHCA does have a written conflict of interest policy for all of its employees, including the Chief Executive Officer. Employees are asked to confirm annually, at the time of their performance review, that they have read the organization's conflict of interest policy. The Board of Directors also are required to complete a conflict of interest statement annually.

Form 990, Part VI, Line 15, Policies

Working with an independent outside consultant, IPHCA's Executive Compensation Committee establishes compensation for IPHCA's President and CEO. The consultant utilizes data including compensation studies, 990 tax returns of other organizations, and all other applicable sources to determine appropriate compensation levels.

Form 990, Part VI, Line 19, Disclosure

IPHCA files annual audited financial statements with Dun and Bradstreet, which are available to the public. Form 990's and all applicable schedules are made available to the public upon request. Organizational policies are not made available to the general public.

Form 990, Part VI, Line 4, Governing Documents

IPHCA approved changes to its master bylaws effective October 5, 2011. See attached.

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 twelve (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 forty-five (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 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 forty-five (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 forty-five (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 fourteen (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 fifty percent (50%) or better for each Standing or Administrative and Operations Standing committee the Delegate served on the previous twelve (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 fifty percent (50%) or better for each Standing or Administrative and Operations Standing committee the Delegate served on the previous twelve (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 Committee for at least two (2) of the last eight (8) years, and have an attendance record of fifty percent (50%) or better for each Standing or Administrative and Operations Standing committee the Delegate served on the previous twelve (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 fifty percent (50%) or better for each Standing or Administrative and Operations Standing committee the Delegate served on the previous twelve (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, not withstanding 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. to 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.

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

A. to 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. to 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. to 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. to serve as a member of the Executive Committee;
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. to 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; and

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.

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 Committcc;

C. serve on the Board of Directors;

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.
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 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 person from each of the four 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 thirty (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 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 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 members who shall be appointed by the Chair of the Board. The terms of such appointments shall be for one 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 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 fifty percent (50%) for each Standing or Administrative and Operations Standing committee on which they served the previous twelve (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 region by selecting on which region they wish to serve. This selection shall be in writing and shall be done no less than forty-five (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 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 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 fifty percent (50%) or better for each of the Standing or Administrative and Operations Standing committee on which they served the previous twelve (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 thirty (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), 1-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 thirteen (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 thirty (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 XVIII

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. 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:

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

a. 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 XX

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 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 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 days prior to such meetings.