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EXTENSION

Form **990**
Department of the Treasury
Internal Revenue Service

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)

OMB No 1545-0047

2012

Open to Public Inspection

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

A For the 2012 calendar year, or tax year beginning**and ending****B** Check if applicable

- ☐ Address change
☒ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization

VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

711 MOOREFIELD PARK DRIVE

Room/suite

C

City, town, or post office, state, and ZIP code

RICHMOND, VA 23236

F Name and address of principal officer: LINDA D WILKINSON

711 MOOREFIELD PARK DRIVE, SUITE C, RICHMOND

D Employer identification number

54-1802019

E Telephone number

804-340-3434

G Gross receipts \$

4,284,525.

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)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: **WWW.VAFREECLINICS.ORG**

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: **1993** **M State of legal domicile:** **VA**

Part I Summary

Activities & Governance		Revenue		Expenses		Net Assets or Fund Balances	
1	Briefly describe the organization's mission or most significant activities: THE VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS, INC. (THE ORGANIZATION) IS A PRIVATE						
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		14			
4	Number of independent voting members of the governing body (Part VI, line 1b)	4		14			
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5		8			
6	Total number of volunteers (estimate if necessary)	6		0			
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a		0.			
7b	Net unrelated business taxable income from Form 990-T, line 34	7b		0.			
8	Contributions and grants (Part VIII, line 1h)	2,518,723.	Prior Year	3,813,198.	Current Year		
9	Program service revenue (Part VIII, line 2g)	348,599.		469,792.			
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,130.		1,535.			
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.		0.			
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,869,452.		4,284,525.			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,784,588.		3,682,241.			
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)	292,896.		315,237.			
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.		0.			
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 36,370.						
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	221,275.		272,984.			
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,298,759.		4,270,462.			
19	Revenue less expenses. Subtract line 18 from line 12	<429,307.>		14,063.			
20	Total assets (Part X, line 16)	357,579.	Beginning of Current Year	376,475.	End of Year		
21	Total liabilities (Part X, line 26)	47,090.		51,923.			
22	Net assets or fund balances. Subtract line 21 from line 20	310,489.		324,552.			

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 <i>Linda D. Wilkinson</i>	Date 6/20/13
	LINDA D WILKINSON, CEO Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name M. JAMES HARTSON, JR., CPA	Preparer's signature <i>M. James Hartson Jr.</i>
	Date 6/19/13	Check ☐ if self-employed PTIN P00590214
	Firm's name ▶ MITCHELL, WIGGINS & COMPANY LLP	Firm's EIN ▶ 54-0565834
	Firm's address ▶ 100 FLANK ROAD PETERSBURG, VA 23805-9152	Phone no. 804-733-5566

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

916-19 21

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Part III Statement of Program Service Accomplishments

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

☒ X

1 Briefly describe the organization's mission

THE VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS, INC. (THE ORGANIZATION) IS A PRIVATE NONPROFIT VIRGINIA CORPORATION WITH MEMBERS WHOSE MISSION IS TO SUPPORT, STRENGTHEN, AND ADVOCATE FOR 57 MEMBER CLINICS AS THEY DELIVER QUALITY HEALTH CARE TO VIRGINIA'S LOW-INCOME,

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 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 \$ 3,682,241. including grants of \$ 3,682,241.) (Revenue \$ 365,274.)

THE ASSOCIATION ADMINISTERED FUNDING FROM THE COMMONWEALTH OF VIRGINIA AND MADE GRANTS TO ITS MEMBER CLINICS FOR THE PURPOSE OF PROVIDING ACCESS TO PRESCRIPTION MEDICATIONS AND HEALTHCARE SERVICES FOR THEIR UNINSURED PATIENTS.

4b (Code) (Expenses \$ 53,671. including grants of \$) (Revenue \$ 104,518.)

THE ASSOCIATION PLANNED AND CONDUCTED AN ANNUAL CONFERENCE OF VIRGINIA'S FREE CLINICS, AN EXECUTIVE DIRECTORS RETREAT, WEBINARS, TELECONFERENCES, REGIONAL WORKSHOPS ON HEALTHCARE REFORM, CLINICAL PROTOCOLS, GOVERNANCE AND LEADERSHIP ISSUES.

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ 394,636. including grants of \$) (Revenue \$)

4e Total program service expenses 4,130,548.

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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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
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? <i>If "Yes," complete Schedule C, Part II</i>	X	
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? <i>If "Yes," complete Schedule C, Part III</i>		X
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? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
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? <i>If "Yes," complete Schedule D, Part VI</i>	X	
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? <i>If "Yes," complete Schedule D, Part VII</i>		X
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? <i>If "Yes," complete Schedule D, Part VIII</i>		X
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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
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)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
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? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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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? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
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? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
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? <i>If "Yes," complete Schedule J</i>		X
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? <i>If "Yes," complete Schedule L, Part I</i>		X
25b 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? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
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? <i>If "Yes," complete Schedule L, Part III</i>		X
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):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c 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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
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? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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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	8	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
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	8	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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)?		X
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?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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 as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
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?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
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?		
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? 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?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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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

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	14													
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		14												
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											X
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										X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?				4	X									
5 Did the organization become aware during the year of a significant diversion of the organization's assets?				5										X
6 Did the organization have members or stockholders?				6										X
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										X
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										X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?				8a	X									
b Each committee with authority to act on behalf of the governing body?				8b	X									
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										X

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

	10a	10b	11a	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a													X
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	X										
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	X									
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?				12b	X									
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	X									
13 Did the organization have a written whistleblower policy?				13	X									
14 Did the organization have a written document retention and destruction policy?				14	X									
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										X
b Other officers or key employees of the organization				15b										X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).														
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										X
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 **NONE**

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 ☐ Other (explain in Schedule O)

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: **THE ORGANIZATION - 804-340-3434**
711 MOOREFIELD PARK DRIVE, SUITE C, RICHMOND, VA 23236

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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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) E.V. CLARKE CHAIR	0.50	X		X				0.	0.	0.
(2) SUZANNE SHERIDAN VICE CHAIR	0.50	X		X				0.	0.	0.
(3) DARRYL J. PIROK SECRETARY	0.50	X		X				0.	0.	0.
(4) M. CAROLINE MARTIN TREASURER	0.50	X		X				0.	0.	0.
(5) A. MICHELLE BRAUNS DIRECTOR	0.50	X						0.	0.	0.
(6) COLIN DROZDOWSKI DIRECTOR	0.50	X						0.	0.	0.
(7) MARGARET HERSH DIRECTOR	0.50	X						0.	0.	0.
(8) DANIEL M. JANNUZZI DIRECTOR	0.50	X						0.	0.	0.
(9) JAMES A. KOHLER, JR. DIRECTOR	0.50	X						0.	0.	0.
(10) CATHY LEWIS DIRECTOR	0.50	X						0.	0.	0.
(11) JEAN NELSON DIRECTOR	0.50	X						0.	0.	0.
(12) ERIKA VICCELLIO DIRECTOR	0.50	X						0.	0.	0.
(13) LAURA D. WINDSOR DIRECTOR	0.50	X						0.	0.	0.
(14) PAT YOUNG DIRECTOR	0.50	X						0.	0.	0.
(15) LINDA D. WILKINSON CEO	40.00			X				95,000.	0.	847.

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total								95,000.	0.	847.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								95,000.	0.	847.

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 0

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	X
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? <i>If "Yes," complete Schedule J for such individual</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	X

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
NONE		
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 0		

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Form 990 (2012)

54-1802019 Page **9**

Part VIII Statement of Revenue

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

			(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	1 a Federated campaigns	1a				
	b Membership dues	1b	70,700.			
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	3,668,199.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	74,299.			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		3,813,198.			
Program Service Revenue	2 a <u>MANAGEMENT FEES</u>	Business Code 900099	365,274.	365,274.		
	b <u>CONFERENCE REGISTRATIO</u>	900099	70,268.	70,268.		
	c <u>CONFERENCE SPONSORSHIP</u>	900099	34,250.	34,250.		
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		469,792.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,535.		
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross rents		(i) Real (ii) Personal				
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
b Less: cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss)						
8 a 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						
9 a Gross income from gaming activities. See Part IV, line 19		a				
b Less: direct expenses		b				
c Net income or (loss) from gaming activities						
10 a 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				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		4,284,525.	469,792.	0.	1,535.	

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Form **990** (2012)

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Form 990 (2012)

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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)

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	3,682,241.	3,682,241.		
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	95,422.	59,162.	17,176.	19,084.
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	161,742.	105,134.	47,290.	9,318.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,372.	2,030.	1,342.	
9 Other employee benefits	25,556.	20,547.	2,750.	2,259.
10 Payroll taxes	29,145.	22,577.	4,443.	2,125.
11 Fees for services (non-employees).				
a Management				
b Legal	150.		150.	
c Accounting	15,500.		15,500.	
d Lobbying	9,000.	9,000.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	111,697.	111,697.		
12 Advertising and promotion				
13 Office expenses	20,243.	15,355.	3,945.	943.
14 Information technology				
15 Royalties				
16 Occupancy	21,005.	16,704.	3,251.	1,050.
17 Travel	11,108.	9,442.	555.	1,111.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	53,671.	53,671.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,019.		1,019.	
23 Insurance	4,445.		4,445.	
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 RETREAT	12,110.	12,110.		
b DUES FEES & PUBLICATION	7,159.	5,369.	1,432.	358.
c WORKSHOPS AND OTHER	3,424.	3,424.		
d BOARD AND COMMITTEE SUP	2,408.	2,047.	241.	120.
e All other expenses	45.	38.	5.	2.
25 Total functional expenses. Add lines 1 through 24e	4,270,462.	4,130,548.	103,544.	36,370.
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)

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Form 990 (2012)

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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	217,929.	1	329,074.
	2 Savings and temporary cash investments	29,872.	2	40,042.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	107,702.	4	6,184.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other 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 instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,250.	9	
	10a Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	9,689.		
	b Less: accumulated depreciation	8,514.	826.	10c align="right">1,175.
	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)	357,579.	16	376,475.	
Liabilities	17 Accounts payable and accrued expenses	30,437.	17	41,808.
	18 Grants payable		18	
	19 Deferred revenue	13,395.	19	5,769.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other 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		23	
	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	3,258.	25	4,346.
	26 Total liabilities. Add lines 17 through 25	47,090.	26	51,923.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		309,242.	27	321,280.
28 Temporarily restricted net assets		1,247.	28	3,272.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117 (ASC 958), 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		310,489.	33	324,552.
34 Total liabilities and net assets/fund balances	357,579.	34	376,475.	

Form **990** (2012)

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Form 990 (2012)

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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	4,284,525.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,270,462.
3	Revenue less expenses. Subtract line 2 from line 1	3	14,063.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	310,489.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	324,552.

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
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?		X
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		

Form **990** (2012)

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047

2012

Open to Public Inspection

Employer identification number
54-1802019

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

- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

[illegible]

Schedule A (Form 990 or 990-EZ) 2012

VIRGINIA ASSOCIATION OF FREE AND

Schedule A (Form 990 or 990-EZ) 2012 **CHARITABLE CLINICS**

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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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,782,270.	4,066,199.	3,849,871.	2,518,723.	3,813,198.	18,030,261.
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	3,782,270.	4,066,199.	3,849,871.	2,518,723.	3,813,198.	18,030,261.
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)						639,049.
6 Public support. Subtract line 5 from line 4						17,391,212.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	3,782,270.	4,066,199.	3,849,871.	2,518,723.	3,813,198.	18,030,261.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	9,446.	1,957.	2,218.	2,130.	1,535.	17,286.
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						18,047,547.
12 Gross receipts from related activities, etc. (see instructions)					12	2,215,406.

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 2012 (line 6, column (f) divided by line 11, column (f))	14	96.36 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	95.74 %
16a 33 1/3% support test - 2012. 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 - 2011. 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 - 2012. 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 - 2011. 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 ☐		

Schedule A (Form 990 or 990-EZ) 2012

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, 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 ☐

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2012

Open to Public
Inspection

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS	Employer identification number 54-1802019
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2012

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VIRGINIA ASSOCIATION OF FREE AND

Schedule C (Form 990 or 990-EZ) 2012 **CHARITABLE CLINICS**

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Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

(a) Filing organization's totals

(b) Affiliated group totals

1a Total lobbying expenditures to influence public opinion (grass roots lobbying)

0.

b Total lobbying expenditures to influence a legislative body (direct lobbying)

22,448.

c Total lobbying expenditures (add lines 1a and 1b)

22,448.

d Other exempt purpose expenditures

4,248,014.

e Total exempt purpose expenditures (add lines 1c and 1d)

4,270,462.

f Lobbying nontaxable amount Enter the amount from the following table in both columns

363,523.

If the amount on line 1e, column (a) or (b) is:

The lobbying nontaxable amount is:

Not over \$500,000

20% of the amount on line 1e.

Over \$500,000 but not over \$1,000,000

\$100,000 plus 15% of the excess over \$500,000.

Over \$1,000,000 but not over \$1,500,000

\$175,000 plus 10% of the excess over \$1,000,000.

Over \$1,500,000 but not over \$17,000,000

\$225,000 plus 5% of the excess over \$1,500,000

Over \$17,000,000

\$1,000,000.

g Grassroots nontaxable amount (enter 25% of line 1f)

90,881.

h Subtract line 1g from line 1a. If zero or less, enter -0-

0.

i Subtract line 1f from line 1c. If zero or less, enter -0-

0.

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?

☐ Yes

☐ No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	368,639.	363,190.	314,938.	363,523.	1,410,290.
b Lobbying ceiling amount (150% of line 2a, column(e))					2,115,435.
c Total lobbying expenditures	43,883.	56,874.	33,161.	22,448.	156,366.
d Grassroots nontaxable amount	92,160.	90,798.	78,735.	90,881.	352,574.
e Grassroots ceiling amount (150% of line 2d, column(e))					528,861.
f Grassroots lobbying expenditures	14,125.	4,312.	3,115.		21,552.

Schedule C (Form 990 or 990-EZ) 2012

VIRGINIA ASSOCIATION OF FREE AND

Schedule C (Form 990 or 990-EZ) 2012 **CHARITABLE CLINICS**

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Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information

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

2012

Open to Public
Inspection

Name of the organization **VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Employer identification number
54-1802019

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 XIII, 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 XIII, 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 ▶ \$

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Schedule D (Form 990) 2012

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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 XIII

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 XIII and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
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 XIII. Check here if the explanation has been provided in Part XIII ☐

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
1b					
1c					
1d					
1e					
1f					

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:

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII 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				
1b Buildings				
1c Leasehold improvements				
1d Equipment		9,689.	8,514.	1,175.
1e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,175.

Schedule D (Form 990) 2012

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Schedule D (Form 990) 2012

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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. (Col. (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. (Col. (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) EMPLOYEE PAYROLL DEDUCTIONS	4,346.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII ☐

Schedule D (Form 990) 2012

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization **VIRGINIA ASSOCIATION OF FREE AND**

Employer identification number
54-1802019

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALLEGHANY HIGHLANDS FREE CLINIC POST OFFICE BOX 216 LOW MOOR, VA 24457	54-1904342	501(C)(3)	61,026.	0.			FREE CLINIC SUPPORT
ACCESS NOW 2201 W. BROAD STREET, SUITE 205 RICHMOND, VA 23220	26-1695468	501(C)(3)	11,514.	0.			FREE CLINIC SUPPORT
ARLINGTON FREE CLINIC 3833 N. FAIRFAX DRIVE, SUITE 400 ARLINGTON, VA 22203	54-1671883	501(C)(3)	100,840.	0.			FREE CLINIC SUPPORT
AUGUSTA REGIONAL FREE CLINIC POST OFFICE BOX 153 FISHERVILLE, VA 22939	54-1651896	501(C)(3)	74,758.	0.			FREE CLINIC SUPPORT
BEACH HEALTH CLINIC 3396 HOLLAND ROAD, SUITE 102 VIRGINIA BEACH, VA 23542	54-1366960	501(C)(3)	64,423.	0.			FREE CLINIC SUPPORT
BEDFORD CHRISTIAN FREE CLINIC POST OFFICE BOX 357 BEDFORD, VA 24523	54-1630812	501(C)(3)	25,789.	0.			FREE CLINIC SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

VIRGINIA ASSOCIATION OF FREE AND

CHARITABLE CLINICS

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Schedule I (Form 990) Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BRADLEY FREE CLINIC 1240 THIRD STREET, SW ROANOKE, VA 24016	23-7380491	501(C)(3)	99,049.	0.			FREE CLINIC SUPPORT
BROCK HUGHES FREE CLINIC 100 EDGE MONT ROAD WYTHEVILLE, VA 24382	20-2353144	501(C)(3)	84,654.	0.			FREE CLINIC SUPPORT
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DRIVE #200 CHARLOTTESVILLE, VA 22903	54-1610405	501(C)(3)	114,553.	0.			FREE CLINIC SUPPORT
CHESAPEAKE CARE FREE CLINIC 2145 MILITARY HIGHWAY SOUTH CHESAPEAKE, VA 23320	54-1642754	501(C)(3)	90,562.	0.			FREE CLINIC SUPPORT
CROSS OVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	54-1371067	501(C)(3)	116,473.	0.			FREE CLINIC SUPPORT
CROSSROADS MEDICAL MISSION POST OFFICE BOX 16852 BRISTOL, VA 24209	54-2038877	501(C)(3)	115,313.	0.			FREE CLINIC SUPPORT
DR. RICHARD F. CLARK H.E.L.P. FREE CLINIC - POST OFFICE BOX 190 - HAMPTON, VA 23669	54-1209213	501(C)(3)	77,317.	0.			FREE CLINIC SUPPORT
FAN FREE CLINIC POST OFFICE BOX 6477 RICHMOND, VA 23230	54-0927792	501(C)(3)	100,825.	0.			FREE CLINIC SUPPORT
FAUQUIER FREE CLINIC POST OFFICE BOX 3138 WARRENTON, VA 20188	54-1669652	501(C)(3)	80,116.	0.			FREE CLINIC SUPPORT

Schedule I (Form 990)

VIRGINIA ASSOCIATION OF FREE AND

CHARITABLE CLINICS

54-1802019

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Schedule I (Form 990) Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FREE CLINIC OF CENTRAL VIRGINIA 1016 MAIN STREET LYNCHBURG, VA 24504	54-1420756	501(C)(3)	107,791.	0.			FREE CLINIC SUPPORT
FREE CLINIC OF CULPEPER 610 LAUREL STREET, SUITE 3 CULPEPER, VA 22701	52-1366700	501(C)(3)	38,729.	0.			FREE CLINIC SUPPORT
FREE CLINIC OF DANVILLE POST OFFICE BOX 665 DANVILLE, VA 24543	54-1667654	501(C)(3)	53,538.	0.			FREE CLINIC SUPPORT
FREE CLINIC OF FRANKLIN COUNTY POST OFFICE BOX 764 ROCKY MOUNT, VA 24151	54-1634138	501(C)(3)	64,416.	0.			FREE CLINIC SUPPORT
GOOCHLAND FREE CLINIC & FAMILY SERVICES - POST OFFICE BOX 898 - GOOCHLAND, VA 23063	54-1967650	501(C)(3)	61,294.	0.			FREE CLINIC SUPPORT
CARING HEARTS FREE CLINIC OF PULASKI COUNTY - POST OFFICE BOX 1088 - PULASKI, VA 24301	14-1909014	501(C)(3)	42,993.	0.			FREE CLINIC SUPPORT
FREE CLINIC OF NEW RIVER VALLEY 215 ROANOKE STREET CHRISTIANSBURG, VA 24073	51-0247098	501(C)(3)	107,147.	0.			FREE CLINIC SUPPORT
FREE CLINIC OF THE TWIN COUNTIES POST OFFICE BOX 1708 GALAX, VA 24333	54-1632194	501(C)(3)	37,935.	0.			FREE CLINIC SUPPORT
FREE MEDICAL CLINIC OF MARTINSVILLE AND HENRY COUNTY - 22 EAST CHURCH, SUITE 311 - MARTINSVILLE, VA 24112	20-2908001	501(C)(3)	24,533.	0.			FREE CLINIC SUPPORT

Schedule I (Form 990)

VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS

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Schedule I (Form 990) Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FREE MEDICAL CLINIC OF NORTHERN SHENANDOAH VALLEY - POST OFFICE BOX 44 - WINCHESTER, VA 22604	54-1373296	501(C)(3)	81,982.	0.			FREE CLINIC SUPPORT
GLOUCESTER-MATHEWS FREE CLINIC 2276 GEORGE WASHINGTON HIGHWAY HAYES, VA 23072	54-1875619	501(C)(3)	92,296.	0.			FREE CLINIC SUPPORT
GREENE CARE CLINIC POST OFFICE BOX 54 STANARDSVILLE, VA 22973	72-1602744	501(C)(3)	19,722.	0.			FREE CLINIC SUPPORT
HARRISONBURG-ROCKINGHAM FREE CLINIC - 25 WEST WATER STREET - HARRISONBURG, VA 22801	54-1568909	501(C)(3)	70,259.	0.			FREE CLINIC SUPPORT
HEALING HANDS HEALTH CENTER 210 MEMORIAL DRIVE BRISTOL, VA 37620	78-0001847	501(C)(3)	110,347.	0.			FREE CLINIC SUPPORT
JEANIE SCHMIDT FREE CLINIC POST OFFICE BOX 5143 HERNDON, VA 20172	71-0877944	501(C)(3)	78,539.	0.			FREE CLINIC SUPPORT
LACKEY FREE FAMILY MEDICINE CENTER 1620 OLD WILLIAMSBURG ROAD YORKTOWN, VA 23690	54-1850915	501(C)(3)	97,117.	0.			FREE CLINIC SUPPORT
LLOYD F. MOSS FREE CLINIC 1301 SAM PERRY BOULEVARD, SUITE 100 FREDERICKSBURG, VA 22401	54-1677934	501(C)(3)	101,461.	0.			FREE CLINIC SUPPORT
LOUDOUN COMMUNITY FREE CLINIC 224 CORNWALL STREET, NW LEESBURG, VA 20176	54-1921059	501(C)(3)	78,126.	0.			FREE CLINIC SUPPORT

Schedule I (Form 990)

VIRGINIA ASSOCIATION OF FREE AND

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Schedule I (Form 990)

CHARITABLE CLINICS

Part II	Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)						
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHRISTIAN FREE CLINIC BOTETOURT 7330 ROANOKE ROAD FINCASTLE, VA 24092	20-4342697	501(C)(3)	32,129.	0.			FREE CLINIC SUPPORT
MADISON FREE CLINIC 12343 SIR JAMES COURT RICHMOND, VA 23233	31-1654015	501(C)(3)	26,470.	0.			FREE CLINIC SUPPORT
NORTHERN NECK FREE HEALTH CLINIC POST OFFICE BOX 1694 KILMARNOCK, VA 22482	54-1679279	501(C)(3)	91,315.	0.			FREE CLINIC SUPPORT
PRINCE WILLIAM AREA FREE CLINIC 9301 LEE AVENUE MANASSAS, VA 20110	54-1619202	501(C)(3)	90,316.	0.			FREE CLINIC SUPPORT
PRO BONO COUNSELING PROGRAM 303 CHURCH STREET BLACKSBURG, VA 24060	31-1579158	501(C)(3)	13,107.	0.			FREE CLINIC SUPPORT
REDDY TRI-COUNTY HEALTH CLINIC POST OFFICE BOX 202 RICHLANDS, VA 24641	54-1590912	501(C)(3)	48,522.	0.			FREE CLINIC SUPPORT
RESCUE MISSION HEALTH CARE CENTER POST OFFICE BOX 11525 ROANOKE, VA 24022	54-0573900	501(C)(3)	67,863.	0.			FREE CLINIC SUPPORT
RICHMOND AREA HIGH BLOOD PRESSURE CENTER - POST OFFICE BOX 5039 - RICHMOND, VA 23220	52-1303481	501(C)(3)	47,155.	0.			FREE CLINIC SUPPORT
ROANOKE VALLEY MH CARE COLLABORATIVE - POST OFFICE BOX 592 - ROANOKE, VA 24004	54-0703132	501(C)(3)	24,130.	0.			FREE CLINIC SUPPORT

Schedule I (Form 990)

VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS

Schedule I (Form 990) **Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ROCKBRIDGE AREA FREE CLINIC POST OFFICE BOX 1573 LEXINGTON, VA 24450	54-1642220	501(C)(3)	89,762.	0.			FREE CLINIC SUPPORT
SHENANDOAH COUNTY FREE CLINIC POST OFFICE BOX 759 WOODSTOCK, VA 22664	54-2032008	501(C)(3)	61,873.	0.			FREE CLINIC SUPPORT
COMMONWEALTH CLINIC 10930 HULL STREET MIDLOTHIAN, VA 23112	03-0450006	501(C)(3)	25,124.	0.			FREE CLINIC SUPPORT
ST. DAVID'S FREE HEALTH CLINIC 11241 WEST RIVER ROAD AYLETT, VA 23009	26-0117479	501(C)(3)	18,592.	0.			FREE CLINIC SUPPORT
ST. LUKE COMMUNITY CLINIC 316 NORTH ROYAL AVENUE FRONT ROYAL, VA 22630	54-1801220	501(C)(3)	64,440.	0.			FREE CLINIC SUPPORT
SURRY AREA FREE CLINIC POST OFFICE BOX 32 SURRY, VA 23883	54-1715186	501(C)(3)	15,802.	0.			FREE CLINIC SUPPORT
FREE CLINIC OF PULASKI COUNTY POST OFFICE BOX 1088 PULASKI, VA 24301	52-1318621	501(C)(3)	53,485.	0.			FREE CLINIC SUPPORT
HANOVER INTERFAITH FREE CLINIC 125 BEVERLY ROAD ASHLAND, VA 23005	41-2214314	501(C)(3)	45,458.	0.			FREE CLINIC SUPPORT
HEALTH WAGON 119 NUMBER TEN STREET CLINCHCO, VA 24266	04-3739083	501(C)(3)	84,502.	0.			FREE CLINIC SUPPORT

Schedule I (Form 990)

VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS

Schedule I (Form 990) **54-1802019** Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ORANGE COUNTY FREE CLINIC 450 N. MADISON STREET ORANGE, VA 22960	25-1922019	501(C)(3)	40,895.	0.			FREE CLINIC SUPPORT
PATHWAYS FREE SPECIALTY CLINIC 1200 W. WASHINGTON STREET PETERSBURG, VA 23803	54-1868900	501(C)(3)	22,465.	0.			FREE CLINIC SUPPORT
TAPPAHANNOCK FREE CLINIC 317 DUKE STREET TAPPAHANNOCK, VA 22560	20-4715344	501(C)(3)	28,273.	0.			FREE CLINIC SUPPORT
WESTERN TIDWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	26-3302837	501(C)(3)	87,656.	0.			FREE CLINIC SUPPORT
FREDERICKSBURG COUNSELING SERVICES 305 HANSON AVENUE, SUITE 140 FREDERICKSBURG, VA 22401	54-0844464	501(C)(3)	20,681.	0.			FREE CLINIC SUPPORT
MEL LEAMAN FREE CLINIC OF SMYTH COUNTY - POST OFFICE BOX 1273 - MARION, VA 24354	26-1275136	501(C)(3)	66,357.	0.			FREE CLINIC SUPPORT
MISSION HOPE LIFE CENTER 10721 MAIN STREET FAIRFAX, VA 22030	75-2999280	501(C)(3)	29,402.	0.			FREE CLINIC SUPPORT

Schedule I (Form 990)

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

2012

Open to Public
Inspection

Name of the organization

**VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Employer identification number
54-1802019

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**NONPROFIT VIRGINIA MEMBERSHIP CORPORATION WHOSE MISSION IS TO SUPPORT,
STRENGTHEN, AND ADVOCATE FOR 57 MEMBER CLINICS AS THEY DELIVER QUALITY
HEALTH CARE TO VIRGINIA'S LOW-INCOME, UNINSURED AND UNDERINSURED
RESIDENTS. TO THIS END, THE ORGANIZATION PROVIDES EDUCATION, TRAINING,
TECHNICAL ASSISTANCE, RESEARCH, MARKETING, RESOURCE DEVELOPMENT,
FINANCIAL SUPPORT THROUGH CONTRACTUAL RELATIONSHIPS WITH MEMBER CLINICS
THAT SERVE IN A SUBCONTRACTOR CAPACITY ON BEHALF OF THE ORGANIZATION,
POLICY ANALYSIS AND MONITORING FOR VIRGINIA'S FREE CLINICS.**

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**UNINSURED AND UNDERINSURED RESIDENTS. TO THIS END, THE ORGANIZATION
PROVIDES EDUCATION, TRAINING, TECHNICAL ASSISTANCE, RESEARCH,
MARKETING, RESOURCE DEVELOPMENT, FINANCIAL SUPPORT THROUGH CONTRACTUAL
RELATIONSHIPS WITH MEMBER CLINICS THAT SERVE IN A SUBCONTRACTOR
CAPACITY ON BEHALF OF THE ORGANIZATION, POLICY ANALYSIS AND MONITORING
FOR VIRGINIA'S FREE CLINICS.**

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

**THIS CATEGORY INCLUDES ALL OTHER UNALLOCATED PROGRAM EXPENSES.
EXPENSES \$ 394,636. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.**

**FORM 990, PART VI, SECTION A, LINE 4: IN CONNECTION WITH CHANGING THE
NAME OF THE ORGANIZATION, THE BY-LAWS WERE AMENDED.**

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION DISTRIBUTES A COPY

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization **VIRGINIA ASSOCIATION OF FREE AND
CHARITABLE CLINICS**

Employer identification number
54-1802019

OF THE FORM 990 TO ALL MEMBERS OF THE FINANCE & AUDIT COMMITTEE AND MAKES
IT AVAILABLE FOR ALL OTHER BOARD MEMBERS PRIOR TO THE FORM BEING FILED.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION HAS A WRITTEN
"CONFLICT OF INTEREST" POLICY WHICH IS REAFFIRMED EACH JANUARY. EACH BOARD
MEMBER COMPLETES A CONFLICT OF INTEREST FORM AND SIGNS THE FORM IN JANUARY.
THE FORMS ARE MAINTAINED ON FILE IN THE ORGANIZATION'S OFFICE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION POSTS ITS CURRENT
AUDITED FINANCIAL STATEMENT ON ITS WEB SITE AND ON WWW.GIVERICHMOND.COM ,
EACH YEAR. IN ADDITION, COPIES OF THE AUDITED FINANCIAL STATEMENTS ARE SENT
ELECTRONICALLY TO EACH MEMBER CLINIC. IT IS THE POLICY OF THE ORGANIZATION
TO PROVIDE COPIES OF FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT
OF INTEREST INFORMATION AND OTHER DOCUMENTS TO THE MEMBERS OF THE PUBLIC
UPON WRITTEN REQUEST. SINGLE COPIES ARE PROVIDED FREE OF CHARGE. MULTIPLE
COPIES ARE SENT UPON THE RECEIPT OF FIFTY CENTS FOR EACH PAGE REQUESTED.
THESE REQUESTS ARE PROCESSED AND THE INFORMATION IS FORWARDED WITHIN TWO
WEEKS.

PART XII - LINE 2B

DUE TO A CHANGE IN FISCAL YEARS, THE ORGANIZATION WILL HAVE AN AUDIT
PERFORMED FOR THE 18 MONTHS ENDING JUNE 30, 2013 IN SUMMER 2013.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. VA ASSOCIATION OF FREE CLINICS, INC.	Employer identification number (EIN) or 54-1802019
	Number, street, and room or suite no. If a P.O. box, see instructions. 711 MOOREFIELD PARK DRIVE, NO. C	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RICHMOND, VA 23236	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE ORGANIZATION

- The books are in the care of ► **711 MOOREFIELD PARK DRIVE, SUITE C - RICHMOND, VA 23236**
Telephone No. ► **804-340-3434** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, MARCH 6, 2013

The State Corporation Commission has found the accompanying articles submitted on behalf of

Virginia Association of Free and Charitable Clinics (formerly Virginia
Association of Free Clinics, Inc.)

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

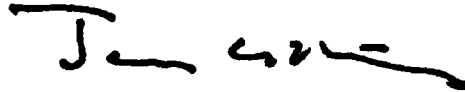
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective March 6, 2013.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read 'J. C. Dimitri', written over a horizontal line.

James C. Dimitri
Commissioner

13-02-07-0053
AMENACPT
CIS0363

**BYLAWS
OF
VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS, INC.**

Amended January 18, 2012
Amended & Approved November 5, 2012
Articles III and XI, Amended & Approved March 14, 2013

ARTICLE I- NAME, ASSOCIATION PURPOSE, OBJECTIVES, AND DEFINITION

Section 1. Name. Virginia Association of Free Clinics, Inc. (the "Association").

Section 2. Association Purpose. The purpose of the Association is to support, strengthen, and advocate for Free Clinics to deliver quality health care for Virginia's low-income, uninsured and underinsured residents.

Section 3. Association Objectives.

1. To increase networking among member clinics.
2. To keep member clinics up-dated on various state and national public policy issues and legislation affecting health care.
3. To collect and disseminate aggregate data and information for the purpose of the development of public policy, regulations and legislation which affects the population served by member clinics, thereby giving a stronger voice to those served.
4. To provide cost-saving opportunities to member clinics through group purchasing opportunities and the leveraging of in-kind gifts.
5. To encourage and support the development of high standards of operation for member clinics, and professionalism for their staff members, and excellence in their governing bodies.
6. To provide educational opportunities for member clinic staff and board members.
7. To develop and execute quality communications vehicles such as a newsletter, e-mail connections, and other means.
8. To develop and maintain relationships with other public, private and professional health-related organizations.
9. To provide technical assistance to member clinics and those interested in starting new clinics.

Section 4. Free Clinic Definition.

Free clinics are volunteer-based, safety net health care organizations that provide a range of medical, dental, pharmacy, and/or behavioral health services to economically disadvantaged individuals who are predominately uninsured.

Free clinics are 501(c)(3) tax-exempt organizations, or operate as a program component or affiliate of a 501(c)(3) organization. Entities that otherwise meet the above definition, but charge a nominal fee to patients, may still be considered free clinics provided essential services are delivered regardless of the patient's ability to pay.

ARTICLE II- MEMBERSHIP

Section 1. Composition. The membership of the Association shall consist of two categories: full voting members and associate members. Associate members have no voting privileges.

Section 2. Voting Membership. Voting membership shall be limited to those organizations that meet the Free Clinic definition. Each Voting Member shall have one vote.

Section 3. Associate Members. Associate membership is available to any public, private, or nonprofit organization that is committed to the purpose of the Association. While associate members are not permitted to vote, they are provided opportunities to participate in the life of the Association as deemed appropriate by management or the Board of Directors. Associate members shall submit an application for acceptance by the VAFC and pay the requisite membership fee.

Section 4. Application and Approval. A Free Clinic that is interested in becoming a full voting member of the Association must complete and submit a membership application. As part of the application review process, the Association will conduct a site visit to the Free Clinic. The vote of a majority of the Board of Directors shall be necessary to approve all membership applications.

Section 5. Termination of Membership. Any member may be suspended or terminated from the Association, for cause, by an affirmative vote of at least two-thirds (2/3) of the Board present and voting at any regular or special meeting of the Board. Cause shall include, but not be limited to, failure to pay membership dues, management fees or submit satisfactory financial reports including an audit, financial review or IRS Form 990(EZ), or any member becoming ineligible for membership under the criteria set forth in Article I above.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary of the Association at any time, but resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued but unpaid.

Section 7. Reinstatement. Upon written request signed by the terminated member and filed with the Secretary of the Association, the Board may, by affirmative vote of at least two-thirds (2/3) of the Board present and voting at any regular or special meeting of the Board, reinstate any

such former member to membership upon such terms and conditions as the Board shall deem appropriate.

Section 8. Transfer of Membership. Membership in the Association is not transferable or assignable.

Section 9. Annual Meetings. The annual meeting of the membership shall be held each year and at such time, day, and place as the Board of Directors may designate, and as may be provided in the notice thereof, for the purposes of electing directors, considering reports, and transacting business.

Section 10. Special Meetings. The membership shall meet no less than once annually. Special meetings of the members may be called by the Chair of the Association's Board of Directors, or the Board of Directors. A special meeting may also be requested by 10% of the voting membership upon written request submitted to the Board of Directors. The Board of Directors will then call requested meeting. Notification of special meetings shall be pursuant to Section 11.

Section 11. Notice of Meetings. Written or printed notice stating the time, day, and place of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than twenty-five (25) nor more than sixty (60) days before the date of the meeting, either personally or by mail or email or fax, by or at the direction of the Chair or Secretary of the Association, to each member entitled to vote at such meeting. If mailed, the notice shall be deemed to be delivered when deposited in the U.S. Mail addressed to the member at its address as it appears on the records of the Association, with postage thereon prepaid. Notice of members' meetings to act on an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to Virginia Code 13.1-900, 1950, as amended, or on dissolution of the Association shall be delivered or mailed in the manner provided above, but not less than twenty-five (25) nor more than sixty (60) days from the date of such meeting. Any such notice that is mailed shall be accompanied by the proposed amendment or plan of merger, consolidation, or dissolution, or a summary thereof.

Section 12. Action by Members Without a Meeting. Pursuant to the Association's Articles of Incorporation, as may be amended from time to time, any action required by the Articles of Incorporation or Bylaws of the Association to be taken at a meeting of the members or any action which may be taken at a meeting of the members, with the exception of the election of directors (see Section 13, below) may be taken without a meeting if a consent in writing setting forth the actions that are taken shall be signed by three-quarters of all the members entitled to vote with respect to the subject matter thereof.

Section 13. Voting. Each voting member shall be entitled to exercise one (1) vote regardless of the number of employees of such member. Each voting member shall, on or before the first meeting at which such member shall exercise its vote, designate in writing, filed with the Secretary of the Association, its authorized representative or representatives to cast its vote. However, in no event may more than one (1) vote be cast on behalf of any member by its authorized representatives. Any member entitled to vote may vote in person, through its authorized representative, or may vote by proxy executed in writing by the member or its duly

authorized attorney-in-fact. For the election of directors only, such elections may be conducted by mail ballot. Any proxy or mail ballots should be filed with the Secretary of the Association before or at the time of the meeting.

Section 14. Quorum. A quorum shall be constituted by the presence, at a regularly scheduled meeting of the membership, of at least fifty-one percent (51%) of the voting members. The vote of a majority of a quorum of voting members shall be necessary to authorize any matter to come before the voting members unless a greater proportion is otherwise required by the Articles of Incorporation, these Bylaws or statute.

Section 15. Conduct of the Meeting. Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern corporate action in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules or order that the Association's membership may adopt.

ARTICLE III- BOARD OF DIRECTORS

Section 1. General Powers. Business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number and Qualifications. The number of the Board of Directors shall be no less than twelve (12) and no more than *nineteen (19)*. A majority of Directors shall have a formal affiliation with a member clinic at the time of their election. The VAFC Board of Directors shall include in its membership a minimum of five (5) clinic Executive Directors representing member free clinics. If any board member, who is also an Executive Director of a member free clinic, ceases to be employed as Executive Director, then that member will remain eligible to complete the member's term on the VAFC Board of Directors, unless that member's board position is needed to meet the minimum requirement for free clinic executive director representation on the Board. *(approved by the membership March 14, 2013)*

Section 3. Tenure in Office. The voting membership shall elect Directors from a slate of nominees presented by the Board Development Committee and from nominees presented by the general membership from the floor at the annual meeting. Directors shall be limited to two (2) successive terms of office, but may be re-elected after an absence from the Board of at least one (1) year. All terms of office shall be for three-year duration. A term of less than 18 months shall not count towards the tenure in office.

Section 4. Regular Meeting. The annual meeting of the Board of Directors shall be held in conjunction with each annual meeting of membership. The Board of Directors may provide by resolution the time, day and place, for the holding of additional regular meetings of the Board by giving notice as hereinafter provided.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any majority of Directors then in office.

Section 6. Action by Directors Without a Meeting. Any action required to be taken at a meeting of the Directors of the Association or any committee thereof may be taken without a

meeting if consent in writing setting forth the action so taken shall be signed by each of the directors and delivered to the Association.

Section 7. Meetings by Conference Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can simultaneously hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 8. Notice. Notice of any regular or special meeting of the Board of Directors shall be given by written notice, no less than seven (7) working days before such meeting.

Section 9. Quorum and Voting. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The vote of a majority of a quorum shall be necessary to authorize all corporate action unless otherwise required by the Articles of Incorporation, these Bylaws, or statute. There shall be no proxy voting on the Board of Directors.

Section 10. Conduct of Meeting. All meetings of the Directors shall be presided over by the Chair. If the Chair is not present, the Vice-Chair shall preside. If none of such officers is present, a chairperson for the meeting shall be elected by the Directors present at such meeting. If the Secretary is absent from any meeting, the presiding officer shall appoint an acting Secretary.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. The Board Development Committee will be responsible for presenting to the Board of Directors candidates for Director when vacancies need to be filled. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

Section 12. Removal of Directors: Board Members are representatives of the Association, not only within the Free Clinic community, but also within the Virginia community at large. Board Members are expected to adhere to, and comply with, the letter and the spirit of the Bylaws and governance policies, including Governance Process Policy 4.6, "Board Members' Code of Conduct", and to be a person of good standing, personally and professionally.

A Board Member shall resign or shall be immediately removed from the Board if:

1. The Member reports or acknowledges engaging in conduct, which has had a substantial negative impact on the Member's good standing, personally or professionally.
2. The Board, by majority vote, determines that a Member has engaged in conduct, by act or omission, which has had a substantial negative impact on the Member's good standing, personally or professionally.
3. The Board, by majority vote, has determined that a Member has failed to abide by these Bylaws or the Governing Policies of the Board then in effect.

Any complaint of misconduct affecting a Member's good standing or of non-compliance received by any staff or Board Member shall be referred to the Board Chair, who shall confer with the Vice Chair, Treasurer, and the Secretary to determine if additional information or investigation is required. The Chair, Vice Chair and Secretary shall constitute the Investigating Committee. An investigation may include interviews, requests for production of documents or records and a request of the Member being investigated for written authorization for access to information or documentation not otherwise available or discoverable. A refusal to provide such written authorization will be considered by the Board in its investigation and evaluation of the complaint. The Investigating Committee shall give the Member an opportunity to respond to the complaint in person to the Investigating Committee and/or by written response.

If, after diligent investigation, the committee makes a determination that the complaint has insufficient basis to merit action, the Board and the Member under investigation will be so advised in writing and no further action will be taken. If the committee makes a determination that the complaint is well founded, then the committee shall submit its written report and recommendation to the Board for consideration as the first order of business at the next board meeting. At the next meeting and at the conclusion of any further inquiry or discussion by the Board, the Member under investigation will be given up to fifteen minutes to offer additional information to the Board and may submit up to a three page, typed, double-spaced response to the complaint in addition to any written response previously submitted to the committee. Thereafter, the Member will be excused while the Board deliberates. If the complaint is determined by majority vote of the Board to be well founded, the Member shall be so advised and shall be removed immediately from the Board. Otherwise, the complaint shall be considered unfounded and no further action shall be taken.

The identity of any complainant shall not be disclosed intentionally by the Board or any employee or agent of the VAFC. That the identity of a complainant may be readily apparent from the nature and/or substance of the complaint shall not be grounds for disregarding or failing to investigate the complaint.

Section 13. Compensation. Directors shall not receive a salary for their services, but nothing herein shall be construed to preclude any Director from receiving reimbursement for necessary and reasonable expenditures on behalf of the Association. Such reimbursement shall be approved by resolution of the Board of Directors.

Section 14. Annual Report. The Board of Directors shall prepare and provide to the membership an annual report of the operations of the Association prior to the annual meeting of the members.

Section 15. Attendance. The Board of Directors may establish, in its governing policies, an attendance requirement for participation in regularly scheduled board meetings. A Director's failure to meet such a published requirement may be regarded as a resignation from the Board of Directors.

ARTICLE IV- OFFICERS

Section 1. Number. The elected officers of the Association shall be a Chair(man), Vice-Chair(man), Treasurer and Secretary, each of whom shall be nominated from among members of the Board by the Board Development Committee and approved by the Board of Directors.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the annual meeting of members. Each officer shall hold office for a term of two (2) years or until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall be removed in the manner hereafter provided.

Section 3. Removal. Any officer or agent appointed by the Board of Directors may be removed by the majority vote of the Board of Directors if, in their judgment and within their absolute discretion, the best interests of the Association will be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall, serving as the Association's chief governance officer, preside at all meetings of the Board of Directors and of the membership, and shall fulfill other responsibilities as may be delegated in the Board's governing policies. The Chair may sign, with any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors or by these Bylaws or by statute or some other officer or agent of the Association.

Section 6. Vice-Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. In order for the Association to have a stable pattern of leadership succession, the Vice-Chair will be nominated and elected with the understanding that he or she will be the primary candidate to succeed the Chair.

Section 7. Secretary. The Secretary shall keep, or cause to be kept, the minutes of the membership, and of the Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address of each member which shall be furnished by such member; and, in general perform all duties associated with the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 8. Treasurer. The Treasurer shall: (a) lead meetings of the Finance Committee; (b) serve as the principal liaison between the committee and the full board and CEO; (c) work with the CEO to set an agenda for each finance committee meeting; and (d) serve as an authorized signatory on bank accounts, loans and investment accounts. The Treasurer shall also serve as the Chairman of the Finance Committee.

Section 9. Delegation of Powers of Officers. In the event of the absence of any officer of the Association or his or her disqualification or inability to act where the provisions therefore are not expressly made by these Bylaws, the Chair may by written order, or the Board of Directors may by resolution, delegate the powers of such officer to any other officer or employee of the Association.

ARTICLE V- CEO

Section 1. Selection and Appointment. The Board shall recruit and employ a chief executive officer, who shall be referred to as the "CEO". The CEO's compensation will be established by the Board of Directors. The CEO shall serve at the pleasure of the Board, or, if the Board so chooses, in accordance with the terms and conditions of an employment agreement.

Section 2. Responsibilities of CEO. The CEO shall have the authority and responsibility for the day-to-day operations of the Association, in accordance with these Bylaws and the governing policies of the Board as amended from time to time. The CEO shall be responsible for the employment of additional staff in a manner consistent with the Board's governing policies. The CEO shall be an ex-officio, non-voting member of the Board of Directors.

ARTICLE VI- BOARD COMMITTEES

Section 1. Establishment. In addition to the Board Development Committee as established in Article III, Section 3 above, the Board may establish, from time to time, such committees, as it may deem necessary to assist it in its work. The resolution establishing such committees shall state the purpose, time line and authority of each committee. No Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Director, Elected Officer or Employee of the Association; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Association ; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

Section 2. Chairpersons. One member of each Board Committee shall be appointed Chairperson by the Chair of the Association, or by the Board, as it may determine in its governing policies, and such committee member shall be a member of the Board of Directors. Such person shall direct the conduct of the business of the Committee.

Section 3. Meetings; Quorum. Meetings of any Committee shall be called by the Committee Chairperson or by the Chair of the Association. The Chairperson shall give reasonable oral or written notice of any such meeting to all members of the Committee. One-half of the members of such Committee shall constitute a quorum thereof. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of such Committee.

ARTICLE VII- BOOKS AND RECORDS

Section 1. Documents. The Association shall keep complete and accurate books and records of account and shall keep minutes of all proceedings of its members, Board of Directors, and any Committee having any of the authority of the Board of Directors; and shall keep at its registered or principal office a record giving the names and addresses of all of its members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose; and upon reasonable notice of the Association, during ordinary business hours.

Section 2. Auditing. Books and records of the Association shall be audited annually by such Certified Public Accountants as shall be from time to time selected and appointed by the Board of Directors, or its duly authorized Audit Committee.

ARTICLE VIII- FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June, unless hereafter changed by appropriate resolution of the Board of Directors.

ARTICLE IX- DUES

Section 1. Annual Dues. The Board of Directors shall approve changes to the amount of any initiation fee, annual dues, and other assessments, payable by the member clinics of the Association.

Section 2. Payment of Dues. Dues shall be payable as determined by the Board of Directors. Dues of a new member clinic shall be prorated from the first day of the month in which such new member joins the Association for the remainder of the fiscal year of the Association.

Section 3. Default and Termination of Membership. When any member clinic shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or the date such dues became payable, the clinic's membership shall be automatically terminated. Upon payment of dues and a written request, signed by the member clinic's Executive Director or representative and the President or Chairman of the member clinic's Board of Directors, the Board of Directors may reinstate the member in accordance with Article II of these Bylaws.

ARTICLE X- EXEMPT ACTIVITIES

Notwithstanding any other provisions of these Bylaws, no Director, Officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as amended, or by an organization, contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as amended. Should the aforementioned code be hereafter amended or renumbered, the references herein shall be deemed to refer to the equivalent provision of the amended code.

ARTICLE XI- AMENDMENT OF THE BYLAWS

“These Bylaws may be amended or repealed by the Board of Directors except to the extent that: (i) this power is reserved exclusively to the voting members by law or by the Articles of Incorporation; or (ii) the voting members in adopting or amending particular bylaws provide expressly that the Board of Directors may not or amend or repeal the same. These bylaws may be amended or repealed by the voting members even though the same also may be amended or repealed by the Board of Directors.” *(this section was approved by the membership on March 14, 2013)*