

# Illinois Public Health Association Bylaws



*(As amended by the IPHA general membership on June 16, 2015)*  
*(As amended by the IPHA general membership on September 19, 2017)*

**ILLINOIS PUBLIC HEALTH ASSOCIATION  
BYLAWS**

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## BYLAWS

### **Article I. Name**

The name of this Association, incorporated under the laws of Illinois, is the *Illinois Public Health Association*.

### **Article II. Mission and Purpose**

The mission of the Illinois Public Health Association is to improve the health of Illinois residents through leadership in and advancement of the practice of public health.

The purpose of the Illinois Public Health Association shall be based on the following:

- I. Leadership in the profession of public health*  
To promote the highest standards of professional, technical and administrative service to the public.
- II. Public Health Advocacy*  
To assume a leadership role in the development and implementation of sound health policy.
- III. Relationships with Allied Organizations*  
To promote and foster an understanding of and appreciation for the field of public health and its issues among the general public, other groups and organizations and the profession itself.
- IV. Practice of Public Health*  
To promote a sense of public health community and unity among the public health disciplines.
- V. Membership and Organization*  
To promote public health in its broadest sense, including but not limited to personal, community and environmental health.

### **Article III. Membership**

The membership of IPHA shall be unrestricted by consideration of age, color, creed, sexual orientation, nationality, race, ethnicity, religion, gender, or geographic location. All categories of membership shall have the right to vote.

#### Section 1. Categories

A. Individual Members: Public health professionals, career workers in the health field, students of health professions, or any other person interested in the promotion of public health shall be eligible for membership in the Association. There shall be five categories to be designated as Individuals, Students, Retired, Honorary Emeritus, and Sustaining Individual members.

*Individual Member:* A person employed in the field of public health.

*Student Member:* A person enrolled as a full-time student in a public health related program at a college or University.

*Retired Member:* A person who has retired from the public health field.

*Honorary Emeritus Member:* A person who is granted honorary membership by the annual awards committee.

*Sustaining Individual Member:* An employee of a Sustaining or Regular Affiliate who pays dues to receive the benefits of an individual member.

B. Organizational Members: Any voluntary agency or organization engaged in the promotion of public health or other programs having a close relationship to health services shall be eligible for Affiliate Membership in the Association. There shall be two classes of Affiliate membership to be designated as Regular Affiliate and Sustaining Affiliate.

*Regular Affiliate:* A governmental or non-governmental agency which pays dues at a level set by the Executive Council. The Regular Affiliate is eligible to appoint one individual to be a Regular Member and act as its delegate.

*Sustaining Affiliate:* A governmental or non-governmental agency which pays annual dues based on an assessment at a level set by the Executive Council. To establish the dues level for Sustaining Affiliate membership, the Agency shall verify the number of employees directly engaged in public health work or other programs having a close relationship to health services as well as the members of the Agency's Governing Board. These individuals shall automatically be considered Regular Members of the Association.

#### **Article IV. Dues**

Section 1. Dues for IPHA membership shall be established and approved by the Executive Council.

Section 2. Lifetime membership for honorary emeritus members shall not require payment of membership dues.

Section 3. The membership period shall be for one year beginning January 1 and ending December 31.

#### **Article V. Discontinuance of Membership**

Section 1. Nonpayment of dues shall be a cause for discontinuance of membership after a grace period determined by the Executive Council. Membership may be reinstated, provided such person or organization submits a membership renewal form and appropriate payment for dues.

Section 2. If, in the opinion of the Executive Council, any Member or Affiliate of the Association acts in such a manner as to reflect discredit upon the Association, his/her membership or organizational membership with the Association shall thereby be terminated.

## **Article VI. Executive Council**

### **Section 1. Composition**

The Executive Council shall be composed of the Officers of the Association, the Parliamentarian (non-voting/appointed by the President), representatives of duly recognized Sections and At-Large Council members. The Officers of the Association shall be the officers of the Executive Council.

### **Section 2. Nomination**

A Nominating Committee shall prepare a slate of candidates for the Officers (President-Elect, Secretary, Treasurer, and Affiliate Representative to the Governing Council) and the Executive Council at-Large members in accordance with these Bylaws. All candidates shall be a member of the Association in good standing.

### **Section 3. Duties**

The Executive Council shall be responsible for all affairs of the Association, establishing policy and carrying out the purpose of the Association. Specific duties shall include:

- A. Consider and approve the annual budget and assure adequate funding to support the Association activities.
- B. Establish dues and approve procedures for registering Members of the Association.
- C. Approve personnel policies of the Association.
- D. Call meetings of the Members of the Association in accordance with these Bylaws. Written or electronic notice of all meetings of the Members shall be provided at least two weeks in advance.
- E. Establish and terminate Sections, in accordance with the Bylaws.
- F. Establish committees and approve their responsibilities, terms, compositions, and chairs.
- G. Report to the Membership annually on the Association's policy, program, and financial matters.
- H. Approve proposed amendments to these Bylaws prior to presenting to the general membership for adoption by vote.

### **Section 4. Meetings**

The Executive Council shall hold regular meetings at such time and place the President determines. Special meetings of the Executive Council shall be held at such time and place as called by the President at the President's request or at the request by five or more members of the Executive Council. The President may reschedule a meeting due to special circumstances.

### **Section 5. Quorum**

A simple majority of the Executive Council shall constitute a quorum of the Executive Council present at a regular or special meeting. The Executive Council may take action at a meeting by a majority vote of the Executive Council, provided that a quorum of the Executive Council is present in person. Once a quorum has been established, the continued presence of a quorum is presumed to exist only until the President or any other Council member notices that a quorum is no longer present. If the absence of a quorum is determined, the President or Executive Council member shall declare a Point of Order before taking any vote or stating the question on any new motion. Any action that the Executive Council is authorized to take by meeting in person may be taken by using telephone or electronic communication, provided that a quorum of the Executive Council participates in such action.

## **Article VII. Officers**

### **Section 1. Qualifications**

The Officers of the Association shall be: President, President-Elect, Secretary, Treasurer, and Affiliate Representative to the Governing Council. All Officers must be Members of the Association in good standing.

### **Section 2. Duties**

1. The duties of the *President* shall include:
  - A. Provide leadership and direction to the Association in achieving its purposes.
  - B. Preside at all meetings of the Association and Executive Council.
  - C. Present the annual Association budget to the Executive Council.
  - D. Prepare the agenda for all meetings of the Executive Council and meetings for the general membership.
  - E. Serve as spokesperson for the Association.
  - F. Appoint a parliamentarian, who shall be ex-officio, non-voting member of the Executive Council.
  - G. Appoint a chairperson for each of the Association standing committees and any other committee created by the Executive Council.
  - H. Appoint representatives to other organizations, with the approval of the Executive Council.
  - I. Serve as ex-officio Member of all Association Committees except for the Nominating Committee.
  
2. The duties of the *President-Elect* shall include:
  - A. Assist the President as presiding officer and as executive officer.
  - B. Preside as Chair of the Association's Executive Committee, which meets on a quarterly basis and provide a detailed report to the Executive Council on all actions of the Committee.
  - C. Perform the duties of the President, if the President is unable to fulfill these responsibilities.
  - D. Perform other duties as established by the Executive Council.
  
3. The duties of the *Secretary* shall include:
  - A. Assure the accurate minutes are recorded for all meetings of the Members and for all Executive Council and Committee meetings.
  - B. Forward minutes and/or records of proceedings of the Association to the IPHA office staff within two weeks.
  - C. Serve on the Nominating Committee and certify election results.
  - D. Perform other duties as established by the Executive Council.
  
4. The duties of the *Treasurer* shall include:
  - A. Serve as custodian of all funds of the Association, oversee budgeting and all financial operations of the Association.
  - B. Assure that the Association's financial statements are audited annually.
  - C. Maintain copies of auditor's reports of the Association.
  - D. Provide a report on the financial status at the quarterly meetings of the Executive Committee and Council as well as the Annual Meeting.

5. The duties of the *Affiliate Representative to the Governing Council* shall include:
  - A. Represent the Association on the Governing Council of the American Public Health Association (APHA).
  - B. Provide a report on APHA policy and legislative issues at the Executive Council and Annual Meeting.
  - C. Forward the position of the Executive Council on resolutions and other matters to the APHA's governing council and vote on issues as directed by the Executive Council.

### Section 3. Terms of Office

Association Officers shall begin their term of office at the close of the fiscal year at which they are elected or appointed.

1. The term of office for *President* shall be two (2) years. No person shall serve as President for more than one (1) consecutive term.
2. The term of office for *President-Elect* shall be two (2) years. No person shall serve as President-Elect for more than one (1) consecutive term.
3. The term of office for *Secretary* shall be three (3) years. No person shall serve as Secretary for more than two (2) consecutive terms.
4. The term of office for *Treasurer* shall be three (3) years. No person shall serve as Treasurer for more than two (2) consecutive terms.
5. The term of office for the *Affiliate Representative to the Governing Council* shall be three (3) years. No person shall serve as ARGC for more than two (2) consecutive terms.

### Section 4. Vacancies

1. A vacancy in the office of President shall be filled automatically through succession in the following order: President-Elect, Treasurer, Secretary.
2. A vacancy in the office of President-Elect shall be filled by a special election called by the President.
3. A vacancy in the office of Secretary, Treasurer, or Affiliate Representative to the Governing Council shall be filled by Presidential appointment with the advice and consent of the Executive Council.

### Section 5. Actions by the Officers

The Officers of the Association may confer between meetings of the Executive Council for the purpose of planning business to be brought before the Council. The Officers may present policy positions and conduct other business on behalf of the Association when circumstances require action between Council meetings. Such actions shall be subject to approval of the Executive Council. The Officers may conduct such actions through meetings, phone calls, or electronic communications. A majority of the Officers shall be required to approve such actions.

## **Article VIII. Executive Council At-Large Members and Sections**

### Section 1. Executive Council At-Large Members

The Executive Council includes three at-Large members that shall begin their term of office at the close of the fiscal year at which they were elected or appointed. The Executive Council At -

Large members serve staggered three year terms so that each year an At Large member is elected.

Section 2. Duties of the Executive Council At-Large Members shall include:

- A. Participate as a voting member of the Executive Council.
- B. Attend all meetings of the IPHA Executive Council.
- C. Perform other duties as established by the Executive Council.

Section 3. Section Representation

Sections may be formed to represent a discipline or program area. Sections shall develop special activities and programs to advance the interests of their Members, consistent with the purposes of the Association. Association Members may affiliate with and participate in more than one section.

Section 4. Election

Section Members shall elect their own officers who shall include a chair, vice-chair, and secretary. Section members may determine schedules and protocols to conduct elections for Section Officers, fill vacancies in their leadership, and conduct business using democratic values and procedures. Sections are required to submit a slate of Section Officers and Section appointees to the Standing Committees for the following year by the end of January. Any Section with a contested slate of Officers may be included on the IPHA Election Ballot for voting purposes.

Section 5. Duties of the Sections

The duties of the Section include, but are not limited to the following:

- A. Make general recommendations in relation to the annual meeting program.
- B. Submit quarterly to the Executive Council a report of the transactions of the Section.
- C. Report annually to the Executive Council on the plans, scope, and policy of the Section during the succeeding year.
- D. Consider and transmit to the Executive Council policy resolution originating in the Section. Only resolutions approved by the Executive Council shall be presented to the general membership for approval.

Section 3. Executive Council Representation

With thirty-five declared primary members of record, the Section will be granted a seat on the IPHA Executive Council as a voting member. This seat shall be retained provided the Section's primary membership continues at thirty-five or more. The Members of the Section will elect their Representative to the Executive Council for a two year term. Section Representatives to the Executive Council may designate another primary member of the Section as a substitute section representative with full voting privileges with prior notification to the IPHA office. A permanent vacancy of the Section Representative seat shall be appointed by the Officers of the Executive Council.

Section 4. Section Meetings

Sections may meet periodically to address Section business, discuss issues, formulate positions and policy recommendations for submission to the Executive Council for consideration, plan



meetings, and develop programs related to their professional disciplines and interests consistent with Association purposes.

A business meeting of each Section shall also be held in connection with the Annual Meeting of the Association for the purpose of transacting business as required.

No Section shall adopt any rule, regulation, purpose, objective, procedure, or policy which shall be in conflict with any provision of these Bylaws, or any policy, procedure, or resolution adopted or approved by the Executive Council or membership.

Copies of minutes of each Section meeting shall be filed in the Association office.

#### **Section 5. Membership**

If Section membership falls below thirty-five members, the Executive Council will notify the Section that the number of members must be increased or face loss of recognition. The Executive Council shall re-evaluate the membership by the following year, and a determination shall be made by the Executive Council regarding the continuation of that Section.

#### **Section 6. Finance**

Disbursements to the Sections will be provided upon approval of the Executive Council. Sections requesting financial support for any programs, workshop, or other events to further the Association's activities, shall submit a work plan and operating budget request to the Executive Council. Accompanying the operating budget request, the Section shall provide a report of activities conducted in accordance with the work plan during the budget year. The budget request and work plan shall be submitted within 30 days prior to an Executive Council meeting.

### **Article IX. Representatives**

#### **Section 1. Appointment**

The President, with advice and consent of the Executive Council, shall have the authority to appoint from among the members in good standing, the official representatives of the Association to other organizations. The term of appointment shall run concurrently to that of the President.

#### **Section 6. Other Representatives**

The Executive Council shall decide to which other organizations the Association shall send representatives and prescribe the qualifications of each representative.

### **Article X. Standing Committees**

Standing Committees are those Committees which are necessary for the continuing effective operation of the Association and which are charged with responsibilities for internal organization, structural, and/or administrative affairs of the Association. A Chairperson for each Standing Committee shall be appointed by the President and be responsible for carrying out those specific duties and responsibilities assigned to it by the Executive Council and for overseeing and coordinating activities of the Association in functionality-related areas. Standing Committees shall have the authority to establish and appoint sub-committees to carry out their duties and responsibilities.

The Standing Committees of the Association shall include but are not limited to the following:

1. Annual Meeting/Conference Committee

The Annual Meeting/Conference Committee shall be responsible for planning and conducting the IPHA annual meeting/conference.

2. Continuing Education Committee

The Continuing Education Committee shall be responsible for the continuing educational related activities of the Association including training and continuing education programs.

3. Executive Committee

The Executive Committee shall consist of the President, President-Elect, Affiliate Representative to the Governing Council, Secretary, and Treasurer. The Executive Committee shall exercise the powers of the Executive Council on matters arising between regular Council meetings and be responsible for the budget and management operations of the Association including bylaws, procedures, finance, personnel, and leadership development and utilization.

The Executive Committee shall also serve as the Personnel Committee. The chief responsibilities shall be to hire and fire the Executive Director, define responsibilities for the position, and annually conduct a performance and salary review for the Executive Director.

4. Marketing and Communications Committee

The Marketing and Communications Committee shall be responsible for the marketing, communications, scholarships, and public relations activities of the Association.

5. Membership Committee

The Membership Committee shall be responsible for membership recruitment and retention. The Chair of the Committee shall maintain current membership rolls of the Association.

6. Nominating Committee

The Nominating Committee shall consist of seven members: The Chair, who shall be appointed by the President and is a voting member, the Secretary of the Association, a non-voting member, and five members elected from a contested slate of candidates in the annual Association election. The term for the elected members of this committee shall be two-years with the terms staggered to ensure continuity.

Eligibility:

For an individual to be nominated for the Nominating Committee, the member would have been a member of the Association in good standing.

Duties:

The Nominating Committee shall meet as necessary and shall report to the Executive Council, nominating a slate for the officers (President-Elect, Secretary, Treasurer, and Affiliate Representative to the Governing Council) of the Association and Executive Council at-Large members whose term has expired and a slate of 10 candidates for the Nominating Committee. In selecting candidates for any of the officer positions, Executive Council, and for the Nominating Committee, the current Nominating Committee shall select only members in good standing.

Vacancy:

Any vacancy among the Nominating Committee members shall be filled by the President. The term of the member appointed shall be the unexpired term of the predecessor.

7. Policy and Legislative Committee

The Policy and Legislative Committee shall be responsible for the policy development and implementation activities of the Association including health policy, legislation, and resolutions.

**Article XI. Meetings of the Association**

Section 1. Annual Meeting

The Annual Meeting of the Membership shall be held at such time and place as approved by the Executive Council. It shall be for the purpose of receiving reports of the officers, the Executive Council, and committees; and for any other business that may arise. The Annual Meeting may be held in conjunction with another group or organization as approved by the Executive Council.

Section 2. Special Meetings

Special Meetings of the Association may be called by the President or the Executive Council or by written request to the President by at least five percent of the members or a minimum of 100 members of the Association.

Section 3. Notice of Meetings

Written or printed notice stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than two weeks members of the Association.

Section 4. Quorum

Those members present at the Annual Meeting or a Special Meeting of the Association shall constitute a quorum for the purpose of conducting Association business.

**Article XII. Fiscal Year**

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

**Article XIII. Parliamentary Authority**

The rule of order shall be based on the latest edition of the Robert's Rule of Order so long as they are not in conflict with these Bylaws.

**Article XIV. Finances**

Section 1. All funds received by the Association shall be deposited promptly in such accounts as may be approved by the Executive Council. The Treasurer and/or Executive Director shall arrange for their disbursement in accordance with duly authorized vouchers. The Executive Director and Treasurer may have signatory power for disbursements. The Executive Council may give signatory power to others responsible to the Executive Director to facilitate his/her work.

Section 2. The financial records of the Association will be reviewed annually in accordance with the standard auditing practices.

Section 3. All employees and Executive Council Members having access to the Association's assets and/or accounting records shall be covered by a fidelity bond to be purchased by the Association.

Section 4. The Treasurer shall monitor the financial affairs of the Association and shall report on the financial status at all regular meetings of the Executive Committee and Council.

#### **Article XV. Annual Association Election**

Section 1. The Election Committee of IPHA shall issue a call for the submission of candidate filings on a form provided by the Association no later than March 1 of each year. The Candidate Information form shall be made available to prospective candidates by the IPHA office upon the request of any IPHA member and shall be on the IPHA web-site for potential candidates.

The Candidate Information form shall be uniform and contain the candidate name, degree or credentials, current or past employer information relative to public health or health administration, address of the candidate, telephone, and email address. The form shall provide a space to indicate the office for which the candidate seeks election and space shall be made available for the candidate to provide information on their biography, work history, public health experience and their contribution to IPHA including committee(s) they have served on, offices held and any volunteer information. Additionally, a current photo of the candidate must accompany the candidate filing. Submission of a photo is permission for IPHA to use that photo in the Candidate Guide.

The Election Committee shall meet on or after March 1, to review the candidate filings and determine that the candidate(s) is a member in good standing of the IPHA and has successfully completed the required filing.

At least 45 days prior to ballots being made available to the membership, the Election Committee shall certify to the Executive Committee of IPHA that the candidates filed are in good standing with the IPHA and that the names listed on the certification form shall be placed upon the ballot for the next election. The Executive Committee shall accept the certification and instruct the IPHA Executive Director to create the ballot for election.

Prior to the commencement of balloting, the Election Committee and the Executive Director shall produce an IPHA Election Guide which shall be distributed electronically to all members of IPHA. The guide shall include information on each candidate for each office based on the Candidate Information form.

The annual balloting for election shall commence on the first Monday of May at 8:30 am and shall end on the last Friday of May at 4:30 pm. Upon conclusion of the voting process, the Election Committee shall meet at a time called by the Chairman of the Committee to certify the election results to the Secretary of the Association and the Secretary of the Association shall report those results to the President of IPHA for distribution and notification to the members of the Association. Notice of Election to the selected candidates shall be made by the Chair of the Election Committee. The certified results of the election shall be a part of the permanent records of IPHA.

Election to office shall be by a simple plurality. All voting shall be by electronic means unless indicated by the IPHA Election Committee or if needed the Election Committee may make accommodations for other methods of casting a ballot upon request. In the case of a tie vote, the President of IPHA shall break the tie, and the Secretary will record the results on the certified election results.

Section 2. The tellers report shall be presented during the Business Meeting of the Annual Meeting by the Chair of the Nominating Committee with the President declaring those elected.

Section 3. All ballots and other records of the election shall be preserved by the Association for one year after the election.

Section 4. The installation of all elected Officers and Nominating Committee shall occur at the beginning of the new fiscal year.

## **XVI. Resolutions**

Section 1. Resolutions shall be submitted to the Policy and Legislative Committee at least 30 days prior to the Annual Meeting. The Policy and Legislative Committee may reject resolutions that are not germane to the goals and objectives of the Illinois Public Health Association. Rejections may be appealed to the Executive Council.

Section 2. The Policy and Legislative Committee shall review and comment on all resolutions submitted and present these to the Executive Council for approval. The Executive Council shall review and comment on the resolutions and submit them for publication to the general membership.

Section 3. All resolutions shall be mailed or otherwise made available to the membership with the comments from the Policy and Legislative Committee and the Executive Council at least 30 days prior to the Annual Meeting. There shall be an open hearing during the Business Meeting of the Annual Meeting for members to discuss resolutions prior to a formal vote.

Section 4. All late resolutions shall be printed and distributed to the members at least four hours prior to the Business Meeting of the Annual Meeting.

Section 5. Resolutions that are approved by the general membership will become the official will of the Association.

## **Article XVII. Bylaws Amendments**

The Association's Bylaws may be amended or repealed by a majority vote of a quorum of the Members present in person at any duly called meeting, provided that at least two weeks' notice, including text of the proposed amendment(s) has been given in the call for the meeting.

Amendments to the Bylaws may be proposed by Members of the Association or by an Ad Hoc Bylaws Committee appointed by the Executive Council. Such proposed amendments shall be submitted to the Executive Council for approval prior to submission to the Members for adoption.

## **Article XVIII. Gifts and Bequests**

The Executive Council, on behalf of the Association, may accept and administer gifts and bequests for the purpose of advancing the objectives of the Association. All monetary donations shall be deposited into the appropriate account for use to be determined by the Executive Council.

**Article XIX. Publications**

Section 1. All publications of the Association shall be issued under the direction of the Executive Council. Reports, declarations, or statements, not involving standards, emanating from any Section, Committee, or the Executive Council, may be published provided that such report, declaration, or statement is approved for publication by the Executive Council.

Section 2. The Viewpoint Newsletter and Viewpoint Online shall be the official publications of the Association.

**Article XX. Delegation of Authority**

The implementation of these Bylaws, where not explicitly clear, shall be governed by a written set of procedures promulgated by the Executive Council.

**Article XXI. Organizational Status and Activities**

Section 1. Notwithstanding any other provisions of these articles, the Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

Section 2. No part of the net earnings of the Association shall inure to the benefit of any Member, Executive Council Member or Officer of the Association, or any private individuals (except that reasonable compensation may be paid for services rendered to or for the Association), and no Member, Council Member, Officer of the Association, or any private individual shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

Section 3. In the event of dissolution, all of the remaining assets and property of the Association shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or Local government for a public purpose.

Section 4. Subject to the foregoing, the IPHA shall have all powers and privileges of a non-profit corporation organized and operating under the laws of the State of Illinois.

**Article XXII. American Public Health Association**

The Association shall be affiliated with the American Public Health Association (APHA) and pay yearly dues as an APHA affiliate member. The Association's Affiliate Representative to the Governing Council (ARGC) of the American Public Health Association shall be elected by the membership of the Association. The ARGC will serve a three year term. The ARGC shall be a member in good standing of the American Public Health Association and the Illinois Public Health Association. Following the APHA Annual Meeting, the ARGC or alternate representative shall present a summary report of the proceedings to the IPHA Executive Council.