

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)

Department of the Treasury
Internal Revenue Service

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

A For the 2002 calendar year, or tax year period beginning _____ and ending _____

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

C Name of organization: **DISTRICT OF COLUMBIA PRIMARY CARE ASSOCIATION**

D Employer identification number: **52-1999196**

Number and street (or P O box if mail is not delivered to street address): **1411 K STREET, N.W.** Room/suite: **400**

E Telephone number: **202-638-0252**

City or town, state or country, and ZIP + 4: **WASHINGTON, DC 20005**

F Accounting method: Cash Accrual
 Other (specify) _____

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

G Web site: **HTTP://DCPCA.ORG/**

J Organization type (check only one): 501(c)(3) (Insert no.) 4947(a)(1) or 527

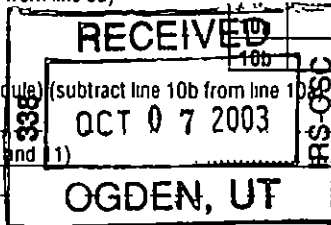
K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12: **1,783,256.**

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

H and I are not applicable to section 527 organizations
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates: _____
H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Enter 4-digit GEN: _____

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances			
Revenue	1	Contributions, gifts, grants, and similar amounts received	
	a	Direct public support	1a 408,955.
	b	Indirect public support	1b
	c	Government contributions (grants)	1c 1,356,826.
	d	Total (add lines 1a through 1c) (cash \$ 1,765,781. noncash \$)	1d 1,765,781.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2
	3	Membership dues and assessments	3 14,000.
	4	Interest on savings and temporary cash investments	4 1,228.
	5	Dividends and interest from securities	5
	6a	Gross rents	6a
	6b	Less rental expenses	6b
	6c	Net rental income or (loss) (subtract line 6b from line 6a)	6c
7	Other investment income (describe)	7	
Revenue	8a	Gross amount from sale of assets other than inventory	(A) Securities (B) Other
	8b	Less cost or other basis and sales expenses	8b
	8c	Gain or (loss) (attach schedule)	8c
	8d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d
Revenue	9	Special events and activities (attach schedule)	
	a	Gross revenue (not including \$ of contributions reported on line 1a)	9a
	b	Less direct expenses other than fundraising expenses	9b
9c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c	
Revenue	10a	Gross sales of inventory, less returns and allowances	10a
	b	Less cost of goods sold	10b
	10c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c
11	Other revenue (from Part VII, line 103)	11 2,247.	
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12 1,783,256.	
Expenses	13	Program services (from line 44, column (B))	13 1,749,876.
	14	Management and general (from line 44, column (C))	14 190,339.
	15	Fundraising (from line 44, column (D))	15
	16	Payments to affiliates (attach schedule)	16
	17	Total expenses (add lines 16 and 44, column (A))	17 1,940,215.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18 <156,959.>
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19 244,278.
	20	Other changes in net assets or fund balances (attach explanation)	20 0.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21 87,319.



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DISTRICT OF COLUMBIA PRIMARY CARE ASSOCIATION

52-1999196

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others Page 2

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	cash \$ _____ noncash \$ _____	22			
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc	25	79,636.	67,691.	11,945.
26	Other salaries and wages	26	672,790.	573,457.	99,333.
27	Pension plan contributions	27	46,910.	42,219.	4,691.
28	Other employee benefits	28	77,329.	69,596.	7,733.
29	Payroll taxes	29	60,262.	54,327.	5,935.
30	Professional fundraising fees	30			
31	Accounting fees	31	28,619.	22,220.	6,399.
32	Legal fees	32	12,226.	9,536.	2,690.
33	Supplies	33	15,863.	13,059.	2,804.
34	Telephone	34	16,160.	13,563.	2,597.
35	Postage and shipping	35	5,673.	4,897.	776.
36	Occupancy	36	102,135.	87,408.	14,727.
37	Equipment rental and maintenance	37	5,730.	5,730.	
38	Printing and publications	38	4,669.	4,028.	641.
39	Travel	39	16,320.	16,127.	193.
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation depletion, etc (attach schedule)	42	17,869.		17,869.
43	Other expenses not covered above (itemize)				
a	_____	43a			
b	_____	43b			
c	_____	43c			
d	_____	43d			
e	SEE STATEMENT 1	43e	778,024.	766,018.	12,006.
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D) carry these totals to lines 13-15	44	1,940,215.	1,749,876.	190,339.

Joint Costs Check if you are following SOP 98-2
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____,
 (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? SEE STATEMENT 2		Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others)
a	SEE STATEMENT 3 (Grants and allocations \$ _____)	443,249.
b	SEE STATEMENT 4 (Grants and allocations \$ _____)	425,466.
c	SEE STATEMENT 5 (Grants and allocations \$ _____)	751,316.
d	SEE STATEMENT 6 (Grants and allocations \$ _____)	90,148.
e	Other program services (attach schedule) STATEMENT 7 (Grants and allocations \$ _____)	39,697.
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)	1,749,876.

**DISTRICT OF COLUMBIA PRIMARY CARE
ASSOCIATION**

Form 990 (2002)

52-1999196- Page 3

Part IV Balance Sheets

Note		(A) Beginning of year		(B) End of year	
<i>Where required, attached schedules and amounts within the description column should be for end-of-year amounts only</i>					
Assets	45	Cash - non-interest-bearing	29,150.	45	91,850.
	46	Savings and temporary cash investments	10,702.	46	82,026.
	47 a	Accounts receivable	10,704.		
		b Less allowance for doubtful accounts			
	48 a	Pledges receivable			
		b Less allowance for doubtful accounts			
	49	Grants receivable	148,652.	47c	10,704.
	48 a	Pledges receivable			
		b Less allowance for doubtful accounts			
	49	Grants receivable	134,499.	49	36,300.
	50	Receivables from officers, directors, trustees, and key employees		50	
	51 a	Other notes and loans receivable			
		b Less allowance for doubtful accounts			
	52	Inventories for sale or use		52	
	53	Prepaid expenses and deferred charges		53	
54	Investments - securities ▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54		
55 a	Investments - land, buildings, and equipment basis				
	b Less accumulated depreciation				
56	Investments - other		56		
57 a	Land, buildings, and equipment basis	89,249.			
	b Less accumulated depreciation	49,027.			
58	Other assets (describe ▶ DEPOSITS)	55,946.	57c	40,222.	
		8,112.	58	8,112.	
59	Total assets (add lines 45 through 58) (must equal line 74)	387,061.	59	269,214.	
Liabilities	60	Accounts payable and accrued expenses	125,014.	60	53,839.
	61	Grants payable		61	
	62	Deferred revenue	17,769.	62	128,056.
	63	Loans from officers, directors, trustees, and key employees		63	
	64 a	Tax-exempt bond liabilities		64a	
		b Mortgages and other notes payable		64b	
	65	Other liabilities (describe ▶)		65	
66	Total liabilities (add lines 60 through 65)	142,783.	66	181,895.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
	67	Unrestricted	146,997.	67	30,818.
	68	Temporarily restricted	97,281.	68	56,501.
	69	Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74				
	70	Capital stock, trust principal, or current funds		70	
	71	Paid-in or capital surplus, or land, building, and equipment fund		71	
	72	Retained earnings, endowment, accumulated income, or other funds		72	
73	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	244,278.	73	87,319.	
74	Total liabilities and net assets / fund balances (add lines 66 and 73)	387,061.	74	269,214.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

DISTRICT OF COLUMBIA PRIMARY CARE ASSOCIATION

Form 990 (2002)

52-1999196

Page 6

Part VII Analysis of Income-Producing Activities (See page 31 of the instructions)

Note Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512 513 or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					14,000.
95 Interest on savings and temporary cash investments			14	1,228.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a OTHER REFUNDS					2,247.
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		1,228.	16,247.
105 Total (add line 104, columns (B), (D), and (E))					17,475.

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 32 of the instructions)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
94	DUES PROVIDE SUPPORT FOR PROGRAMS TO EDUCATE AND DISSEMINATE
94	INFORMATION TO MEMBERS AND THE PUBLIC.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 33 of the instructions)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

completing schedules and statements and to the best of my knowledge and belief it is true information of which preparer has any knowledge

8/03 ▶ Sharon A. Baskerville, Executive Director

Type or print name and title

Date _____ Check if _____ Preparer's SSN or PTIN _____

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2002

Name of the organization **DISTRICT OF COLUMBIA PRIMARY CARE ASSOCIATION** Employer identification number **52 1999196**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions List each one If there are none, enter "None")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
RENEE WALLIS ----- 134 BRYANT ST, NW, WASHINGTON, DC	40	74,671.	3,652.	
SHELLY POWERS ----- 1115 MANDARIN DR., UPPER MARLBORO, MD	40	71,305.	3,565.	
EVA COHEN ----- 8510 RAYBURN ROAD, BETHESDA, MD	40	55,963.	2,798.	
HOLLY N. MCMINN ----- 3643 WARDER STREET, WASHINGTON, DC	40	51,735.	2,587.	
----- ----- -----				
Total number of other employees paid over \$50,000 ▶	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- ----- ----- ----- ----- ----- ----- ----- ----- -----		
Total number of others receiving over \$50,000 for professional services ▶	0	

DISTRICT OF COLUMBIA PRIMARY CARE

Part III Statements About Activities (See page 2 of the instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities	1	X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE FORM 990 - PART V	2d	X
e Transfer of any part of its income or assets?	2e	X
3 Does the organization make grants for scholarships, fellowships, student loans, etc ? (See Note below)	3	X
4 Do you have a section 403(b) annuity plan for your employees?	4	X
Note: Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments		

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the Support Schedule in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the Support Schedule in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the Support Schedule in Part IV-A)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the Support Schedule in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

DISTRICT OF COLUMBIA PRIMARY CARE

Schedule A (Form 990 or 990-EZ) 2002 ASSOCIATION

52-1999196 Page 3

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting
 Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	1,477,373.	822,708.	358,550.	210,177.	2,868,808.
16 Membership fees received	11,550.	17,875.			29,425.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc. purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	443.	2,288.	685.	5,211.	8,627.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	1,489,366.	842,871.	359,235.	215,388.	2,906,860.
24 Line 23 minus line 17	1,489,366.	842,871.	359,235.	215,388.	2,906,860.
25 Enter 1% of line 23	14,894.	8,429.	3,592.	2,154.	

26 Organizations described on lines 10 or 11	a Enter 2% of amount in column (e), line 24	26a	58,137.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1998 through 2001 exceeded the amount shown in line 26a Do not file this list with your return Enter the sum of all these excess amounts		26b	0.
c Total support for section 509(a)(1) test Enter line 24 column (e)		26c	2,906,860.
d Add Amounts from column (e) for lines 18 <u>8,627.</u> 19 _____ 22 _____ 26b _____		26d	8,627.
e Public support (line 26c minus line 26d total)		26e	2,898,233.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))		26f	99.7032%

27 Organizations described on line 12	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" Do not file this list with your return Enter the sum of such amounts for each year	(2001)	(2000)	(1999)	(1998)
			N/A		
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) Do not file this list with your return After computing the difference between the amount received and the larger amount described in (1) or (2) enter the sum of these differences (the excess amounts) for each year		(2001)	(2000)	(1999)	(1998)
					N/A
c Add Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____		27c	N/A		
d Add Line 27a total _____ and line 27b total _____		27d	N/A		
e Public support (line 27c total minus line 27d total)		27e	N/A		
f Total support for section 509(a)(2) test Enter amount on line 23, column (e)	27f	N/A			
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	N/A %			
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	N/A %			

28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant Do not file this list with your return Do not include these grants in line 15

NONE

DISTRICT OF COLUMBIA PRIMARY CARE

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions programs and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. (If you need more space, attach a separate statement.)		
<hr/>			
<hr/>			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions programs and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
<hr/>			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
<hr/>			
<hr/>			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev. Proc. 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation.		

DISTRICT OF COLUMBIA PRIMARY CARE

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)		
37	Total lobbying expenditures to influence a legislative body (direct lobbying)		
38	Total lobbying expenditures (add lines 36 and 37)		
39	Other exempt purpose expenditures		
40	Total exempt purpose expenditures (add lines 38 and 39)		
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is - Not over \$500,000 20% of the amount on line 40 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		
42	Grassroots nontaxable amount (enter 25% of line 41)		
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36		
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38		

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

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 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A (e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
45	Lobbying nontaxable amount				0.
46	Lobbying ceiling amount (150% of line 45(a))				0.
47	Total lobbying expenditures				0.
48	Grassroots nontaxable amount				0.
49	Grassroots ceiling amount (150% of line 48(e))				0.
50	Grassroots lobbying expenditures				0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes		No		Amount
	Yes	No	Yes	No	
a Volunteers					
b Paid staff or management (Include compensation in expenses reported on lines c through h)					
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 other means					
i Total lobbying expenditures (Add lines c through h)					0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of

Table with 2 columns: Yes, No. Rows include 51a(i), a(ii), b(i), b(ii), b(iii), b(iv), b(v), b(vi), and c. All 'No' boxes are checked with an 'X'.

(i) Cash

(ii) Other assets

b Other transactions

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

N/A

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. The table is currently empty.

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No (X) No

b If "Yes," complete the following schedule N/A

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. The table is currently empty.

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box



Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.		
Type or print	Name of Exempt Organization DISTRICT COLUMBIA PRIMARY CARE ASSOCIATION	Employer identification number 52-1999196
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P O box, see instructions 1411 K STREET, N.W., NO. 400	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20005	

Check type of return to be filed (File a separate application for each return)

- Form 990
- Form 990-EZ
- Form 990-T (sec 401(a) or 408(a) trust)
- Form 1041-A
- Form 5227
- Form 8870
- Form 990-BL
- Form 990-PF
- Form 990-T (trust other than above)
- Form 4720
- Form 6069

STOP Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- 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

4 I request an additional 3-month extension of time until NOVEMBER 17, 2003

5 For calendar year 2002, or other tax year beginning _____ and ending _____

6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE


8a 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 \$ _____

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 and any amount paid previously with Form 8868 \$ _____

c Balance Due Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title CPA Date 8-8-03

Notice to Applicant - To Be Completed by the IRS

- We have approved this application Please attach this form to the organization's return
- We have not approved this application However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return
- We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting the 10-day grace period
- We cannot consider this application because it was filed after the due date of the return for which an extension was requested
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name COUNCILOR, BUCHANAN & MITCHELL, P.C.	
	Number and street (include suite, room, or apt no) Or a P O box number 7910 WOODMONT AVENUE, SUITE 500	52-1711839
	City or town, province or state, and country (including postal or ZIP code) BETHESDA, MD 20814	

223832 05-22-02

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
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)
- Note** Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Note Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only
All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization DISTRICT COLUMBIA PRIMARY CARE ASSOCIATION	Employer identification number 52-1999196
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 1411 K STREET, N.W., NO. 400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WASHINGTON, DC 20005	

Check type of return to be filed (file a separate application for each return)

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990 BL | <input type="checkbox"/> Form 990 T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990 PF | <input type="checkbox"/> Form 1041 A | <input type="checkbox"/> Form 8870 |

- 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 will cover

1 I request an automatic 3 month (6 month, for **990-T corporation**) extension of time until **AUGUST 15, 2003** to file the exempt organization return for the organization named above. The extension is for the organization's return for calendar year **2002** or tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

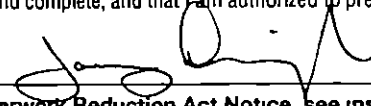
3a If this application is for Form 990 BL, 990 PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990 PF or 990 T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c **Balance Due** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **N/A**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶  Title ▶ **CPA** Date ▶ **5/9/03**
LHA For Paperwork Reduction Act Notice, see instruction Form **8868** (12-2000)

COUNCILOR BUCHANAN & MITCHELL, P.C.
7910 WOODMONT AVENUE
SUITE 500
BETHESDA, MD 20814

52-1711839

FORM 990	OTHER EXPENSES			STATEMENT 1
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
MIS SUPPORT	8,801.	6,865.	1,936.	
CONSULT./SUBCONTRCT	706,614.	706,614.		
MEETING COSTS	17,198.	15,626.	1,572.	
MARKETING	16,014.	16,014.		
MISCELLANEOUS	4,380.	1,307.	3,073.	
RECRUITMENT	1,606.	1,606.		
STAFF TRAINING	11,301.	7,026.	4,275.	
COPYING	12,110.	10,960.	1,150.	
TOTAL TO FM 990, LN 43	778,024.	766,018.	12,006.	

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III	STATEMENT 2
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EXPLANATION

THE MISSION OF DCPCA IS TO FACILITATE THE DEVELOPMENT AND MAINTENANCE OF AN EFFECTIVE INTEGRATED PRIMARY HEALTH CARE DELIVERY SYSTEM IN THE DISTRICT OF COLUMBIA, A SYSTEM THAT GUARANTEES ACCESS TO PRIMARY HEALTH CARE AND ELIMINATES DISPARITIES IN HEALTH OUTCOMES.

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS STATEMENT 5

DESCRIPTION OF PROGRAM SERVICE THREE

AHEC - DCPCA IS UNDER A COST REIMBURSEMENT SUBCONTRACT WITH GEORGE WASHINGTON UNIVERSITY. GWU IS THE RECIPIENT OF A DIRECT FEDERAL AWARD UNDER A COOPERATIVE AGREEMENT WITH THE DEPARTMENT OF HEALTH AND HUMAN SERVICES- BUREAU OF HEALTH PROFESSIONS FOR THE PURPOSE OF ESTABLISHING AN AREA HEALTH EDUCATION CENTER FOR THE DISTRICT OF COLUMBIA. UNDER THIS AGREEMENT, DCPCA SERVES AS THE INITIAL LOCATION FOR THIS CENTER.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE C		751,316.

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS STATEMENT 6

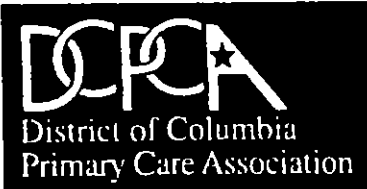
DESCRIPTION OF PROGRAM SERVICE FOUR

DIABETIES DISPARITIES COLLABORATIVE PROVIDES SUPPORT AND TECHNICAL ASSISTANCE TO COMMUNITY HEALTH CENTER STAFF TEAMS TO DEVELOP CHRONIC ILLNESS TREATMENT STRATEGIES AND BEST PRACTICES AND GATHER DATA ON THAT TREATMENT, FOR RESEARCH AND DISSEMINATION OF IDENTIFIED ILLNESSES.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE D		90,148.

FORM 990 OTHER PROGRAM SERVICES STATEMENT 7

DESCRIPTION	GRANTS AND ALLOCATIONS	EXPENSES
MEMBERSHIP PROGRAM- CALL TO ACTION- TO MONITOR MEMBERSHIP ACTIVITY.		24,442.
HIV- TO PROMOTE HIV AWARENESS IN THE COMMUNITY.		15,255.
TOTAL TO FORM 990, PART III, LINE E		39,697.



DCPCA Board of Directors – 2002

George Jones, Chair
Executive Director
Bread for the City

Gloria Wilderbrathwaite, Vice-Chair
Program Director
Children's Health Project of DC

Kim Bell, Vice-Chair
Project Director
DC Covering Kids and Families
DC Action for Children

Vincent Keane, Secretary
Executive Director
Unity Health Care, Inc

Diane Lewis, Treasurer
Executive Vice President
Marshall Heights Community
Development Corporation

Lisa Alexander
Associate Professor,
George Washington University
School of Medicine and Health Sciences

Deborah Gordis
Vice President of Government Programs
Planned Parenthood of Metropolitan Washington

Jane Thompson
CEO-DC Operations
Amerigroup Corp

Jose Aponte
Chief, Public Affairs
Unity Health Care, Inc

Urla Barrow
Executive Director
Community Medical Care

Father Donald Lippert
Executive Director
Spanish Catholic Center

Robert Cosby
Executive Director
Nonprofit Clinic Consortium

Virginia Fleming
President, Board of Directors
DC Campaign to Prevent Teen Pregnancy

Paul Gleason
Director of Specialized Services
Catholic Charities of
the Archdiocese of Washington

María Gómez
Executive Director
Mary's Center for Maternal and Child Care

Patricia Hawkins
Associate Executive Director
Whitman-Walker Clinic

Julie Hoard
Nurse Practitioner Association of DC

Matthew Levy
Medical Director of Community Pediatrics
Georgetown University Hospital

Joan Lewis
Senior Vice President
DC Hospital Association

Ruth Lubic
President and CEO
DC Developing Families Center

Juan Romagoza
Executive Director
La Clínica del Pueblo

Tamara Smith
President and CEO
Chartered Health Plan

CEO
Capital Community Health Plan

Flora Terrell Hamilton
Executive Director
Family and Medical Counseling Service, Inc

Pamela Williams
Health Services Director
Community of Hope

Department of Health
Ex-Officio Members

James Buford
Director
Department of Health

Herbert Weldon
Senior Deputy Director
Health Care Financing Administration

Patricia Thompson
Executive Director
Alliance for Fairness in Reforming Medicaid
(AFFIRM)

Susan Wallin
Administrative Director
Columbia Road Health Services

AMENDMENT TO BYLAWS
OF
DISTRICT OF COLUMBIA PRIMARY CARE ASSOCIATION

The Bylaws of the District of Columbia Primary Care Association, a District of Columbia not-for-profit corporation (the "Corporation"), are hereby amended as follows

The fourth and fifth sentences of Article V Board of Directors, Section 3 Election and Tenure are deleted.

Adopted by the Board of Directors of the Corporation
as of December 12 2002

BYLAWS
OF
THE DISTRICT OF COLUMBIA PRIMARY CARE ASSOCIATION
(Revised May 1997 and January 1998)

ARTICLE 1 MISSION AND PURPOSES

Section 1. Mission: The DISTRICT OF COLUMBIA PRIMARY CARE ASSOCIATION is a not-for-profit corporation, hereinafter referred to as "DCPCA" committed to the support of a primary care association for the Greater Washington Metropolitan area. DCPCA is a community-based membership organization created to facilitate effective collaboration among primary care providers, including community-based clinics, teaching institutions, health care professionals, managed care organizations, hospitals, and consumer advocates

Section 2. Purposes. The purposes for which the DCPCA is organized are as follows:

- a To meet community health care needs through the development of regional integrated primary care service systems in the Greater Washington Metropolitan Area;
- b To provide a forum and a process that promotes collaboration through various mechanisms among all participating primary care providers, including public and private entities, and other levels of care;
- c To provide technical assistance to a broad spectrum of primary care providers and consumers to increase their ability to advocate for and maximize resources to advance the health status of the area's residents, with special emphasis on the uninsured, underinsured, homeless and others in need of basic health services;
- d To seek resources to participating providers that will enable them to compete successfully and provide quality services,
- e To create opportunities for the training of health care professionals in the delivery of quality primary care services, enhance the skills and performances of health professionals and institutions and encourage the provision of culturally sensitive and appropriate quality care,
- f To coordinate community health and medical resources to avoid duplication and fragmentation while promoting integration and efficiency among service

providers that enhance the health status of the region' s populations, with special emphasis on the underserved,

- g To assist in the development of a shared and linked information system which serves to improve health status, patient care coordination and continuity of service,
- h To maintain, analyze and interpret primary care data and conduct appropriate surveys, studies and other research on primary care issues to improve patient outcomes, and to disseminate such information to providers, public health officials and the general public,
- 1. To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort of nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation;
- j. To educate the public to promote individual empowerment, involvement and responsibility in health care decisions;
- k. To do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the fulfillment or accomplishment of the purposes of the Corporation, consistent with its nonprofit and exempt status, not contrary to the Nonprofit Corporation Act of the District of Columbia, and to have and exercise all of the powers conferred by said Act upon Corporations formed thereunder, and to do any and all of the acts and things therein set forth, to the same extent as natural persons could do, to establish and maintain offices and agencies within and anywhere outside of the District of Columbia; and to exercise all or any of its corporate powers and rights in the District of Columbia and in any and all other states, territories, districts, possessions, or dependencies of the United States of America,
- l The enumeration herein of the objects and purposes of this Corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects, or purposes which this Corporation is empowered to exercises, consistent with its nonprofit and exempt status, whether expressly by force of the laws of the District of Columbia now or hereinafter in effect or impliedly by the reasonable construction of the said laws

ARTICLE II -PROHIBITED ACTIVITIES

Section 1 No part of the net earnings of the Corporation shall inure to the benefit of any private individual except that the Corporation shall be authorized and empowered to

pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation

Section 2 No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 3 Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law) and (b) by a Corporation, contributions to which are deductible under section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law)

ARTICLE III -CORPORATE SEAL

The Board of Directors shall obtain a corporate seal, which shall have thereon the name of the corporation and the words "Corporate Seal, District of Columbia "

ARTICLE IV -MEMBERSHIP

Section 1 Membership The Corporation shall have a voting membership consisting of community-based clinics, consumers, health care professionals, hospitals, managed care organizations, teaching institutions and other entities which subscribe to the purposes of the Corporation Nonvoting members may include government officials, and other representatives or institutions as determined by the Board of Directors. The rights, privileges and obligations of all types of members shall be as set forth in these bylaws or as determined by the Board of Directors

Section 2 Rights and Privileges Each voting member shall be entitled to one vote with respect to any matter voted upon by the membership as determined by the Board of Directors All voting and non-voting members shall be entitled to.

- a. Receive copies of DCPCA publications and reports of actions of the Board of Directors at such cost as the Board shall determine,
- b. Attend DCPCA meetings,
- c. Attend meetings of the Board of Directors, and

- d Such other rights and privileges as determined by the Board of Directors

Section 3 Membership Voting. All matters submitted to the membership shall be accomplished by such process as determined by the Board of Directors. There shall be no proxy voting. The Board shall issue instructions regarding procedures applicable to the balloting in each case, including the form of the ballot. Ballots shall be counted only as submitted in accordance with instructions of the Board.

Section 4 Meetings

- a Annual Meeting. The Annual Meeting of the DCPCA shall be held at a place and time designated by the Board of Directors. Notice of the annual meeting shall be mailed to each Director and member at least one month before the dates of the meeting, stating the time, place and purposes thereof.
- b General. Regular meetings of the membership of the DCPCA shall be held at such times and place as the Board of Directors may from time to time fix by resolution. Special meetings may be convened by the Chair or a majority of the Board. Special meetings may be called for the purpose of communicating information to the DCPCA's members, ascertaining the opinions of the DCPCA's members on matters relevant to the DCPCA, voting on matters of consequence to the DCPCA as determined by the Board, and providing members with an opportunity to offer advice to the Board.
- c. Notice. Notice of the time and place of all DCPCA meetings shall be given to each member in writing not less than one week prior to the meeting.

Section 5 Resignation. Any member may resign from membership by delivery of either a written or oral resignation to the Secretary. Such resignation is effective upon its receipt by the DCPCA. The Secretary shall report all such changes in membership to the Board of Directors.

Section 6 Membership Roster. The DCPCA shall maintain a complete roster containing the names of members. Such roster shall be open to examination by any member upon request.

ARTICLE V - BOARD OF DIRECTORS

Section 1 General Powers. Management and conduct of the affairs of the DCPCA shall be vested in and controlled by the Board of Directors (including the Executive Committee) except as otherwise required by law or provided in these Bylaws. The Board of Directors shall be authorized to hire such staff as needed to manage and conduct the affairs of DCPCA. The Board of Directors also shall possess, and may exercise, any and

all powers granted to Corporations under the District of Columbia Nonprofit Corporation Act, its Articles of Incorporation, and these Bylaws

Section 2 Members of the Board of Directors The number of voting Directors shall not be less than four (4), or more than thirty (30), and the number shall be fixed from time to time by a vote of the Board of Directors. In addition, non-voting ex-officio members may be appointed to the Board of Directors by a majority of Directors then in office. The initial Board of Directors shall be as specified in the Articles of Incorporation and shall serve as Directors until their term has expired, or they resign, die, or are unable to serve for any reason whatsoever; provided, however, that any Director may be removed from office, with or without cause, by the vote of a majority of the Directors then in office. Directors shall receive no payment or remuneration of any kind, except: (a) reasonable allowance in lieu of expenses for attendance at Board meetings, (b) reimbursement for actual expenses incurred on behalf of, or for the benefit of, the DCPCA; or (c) reasonable compensation for services rendered and payments and distributions in furtherance of the purposes of the DCPCA.

Section 3 Election and Tenure The Board of Directors shall be elected by a majority vote of the Board of Directors, after receiving nominations from the Membership and Development Committee in accordance with these Bylaws. Following adoption of these Bylaws, the initial Directors shall elect up to twenty-five (25) Directors. The tenure of each director shall be two years; provided however, that of the initial Directors elected following adoption of these Bylaws, one-half shall be designated for one year, and one-half shall be for two years. ~~No director shall serve continuously for more than three full two-year terms. After the expiration of one year from the termination of three full two-year terms, an individual shall be eligible for re-election.~~ The newly elected Directors shall take office at the commencement of the first Board meeting following their election. A director shall serve until the end of his or her term, until his or her successor shall have been appointed, until his or her death, or until he or she shall resign or shall have been removed from the Board of Directors whenever in its judgment the best interest of the DCPCA will be served thereby

Section 4 Nominations Committee The Membership and Development Committee shall serve as the Nominations committee and shall be composed of a Chair and at least four other members, all appointed by the Board, any or all of whom may be Directors. The Committee, after inviting suggestions from the Directors and membership, shall prepare a list of nominees for Director positions. Organizations provided a seat on the Board, in good standing through the current payment of dues, shall have the right to submit nominees to the Membership and Development Committee for election. The criteria for selection to the Board shall include an evaluation of the individual nominee's ability and experience in advocacy for community-based clinical services devoted to underserved populations

Section 5 Vacancies Vacancies on the Board may be filled by the majority vote of the Board of Directors then in office

Section 6 Committees The Board of Directors by majority vote, may appoint committees, as it shall deem advisable and with such functions and duties as the Board of Directors shall prescribe The Board Chair shall select the ~~member of the committee to serve as chairperson~~ chair of that each committee

Section 7 Board Meetings

- a. General Except as otherwise provided in these Bylaws, decisions of the Board of Directors shall be made at duly constituted meetings. Regular meetings shall be held at such times and in such places as the Board of Directors may from time to time be fixed by resolution Special meetings may be convened by the President or a majority of the Board The meetings of the Board shall be opened to the membership except that the Board may, by a majority vote, decide that a session should be closed.
- b. Notice Any meeting of the Board of Directors, or any change in the time or place thereof, must be preceded by either written or oral notice thereof to each director Such notice shall specify the date, time, and place of the meeting, and the purposes for the meeting, if known Such notice must be given not less than five days prior to the meeting date Meetings may be held at any time without notice if all directors are present, or if, at any time before or after the meeting, those not present waive notice of the meeting Attendance at a regular or special meeting shall constitute a waiver of notice It shall not constitute a waiver of notice if a director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened

Section 8 Quorum A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. Only Board members present shall be counted toward a quorum Proxy voting shall be allowed by other Board members with written authorization from the Board Member However, proxies shall not count for the purpose of constituting a quorum

Section 9 Voting The affirmative vote of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these

Section 10 Action by Consent An action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by a majority of the members of the Board and is received by the

Secretary within 30 days of mailing or sending by facsimile the notice of the proposed action to the Board members

Section 11. Executive Committee The Board of Directors may designate from its membership an Executive Committee of not fewer than ~~three~~ **five** members, of whom the Chair shall be one ~~and may designate other Directors to act in place of members of the Executive Committee absent or unable to act.~~ **The Executive Committee shall be composed of a majority of representatives from nonprofit primary care providers, and may include, the elected officers of the organization, committee chairs, and others appointed by the Chair.** Except as otherwise provided by law, such committee shall have and exercise all the powers of the Board of Directors in the intervals between the meetings of the board. A majority of the committee shall constitute a quorum for the transaction of business. Any action taken by the Executive Committee shall be by a majority vote

Section 12. Meetings by Telephone The Board of Directors or Executive Committee may participate in a meeting by means of a conference call or similar communications equipment by means of which all directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meeting

Section 13 Annual Report The Corporation shall Issue an annual report approved by the Board which shall contain a full financial accounting of operations of the Corporation during the preceding year, including statements of its progress toward its objectives

Section 14 Rules of Order The parliamentary procedures for conduct of all DCPCA meetings, shall be governed by Roberts Rules of Order (*Revised*)

ARTICLE VI - OFFICERS

Section 1 Officers Officers shall include a Chair, **one or more** Vice-Chairs, Secretary and Treasurer **The Chair and at least one of the Vice Chairs shall represent nonprofit primary care providers.** No officer shall serve as such for longer than his or her term of office as a board member unless duly re-elected to the office in accordance with Article V of these bylaws

Section 2 Election and Term of Office A majority of the Board members then in office shall elect the officers by and from the members of the Board for a term of one year, and shall serve until their successors are duly elected and qualified

Section 3 Removal Any officer elected or appointed by the Board may be removed, with or without cause, by a majority of the Board of Directors whenever in its judgment the best interests of the DCPCA will be served thereby.

Section 4 Resignations Any officer may resign at any time by giving written notice to the Board of Directors, the Chair, or Secretary Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 Vacancies A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors

Section 6 Chair. The Chair shall: (a) in general implement and supervise all of the business and affairs of the DCPCA; (b) when present, preside at all meetings of the Board of Directors, (c) have authority to sign any contract or other instrument on behalf of the DCPCA which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the DCPCA, or shall be required by law to be otherwise signed or executed; and, (d) perform all other duties incident to the office of Chair, and such other duties as may be prescribed by the Board of Directors from time to time

Section 7 Vice-Chair In the absence of the Chair or in the event of the Chair's death, or 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 by subject to all the restrictions upon the Chair The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors

Section 8 Secretary The Secretary shall (a) keep or cause to be kept at the principal office of the DCPCA a book of minutes of all meetings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, (c) be custodian of the corporate records and papers and the seal of the Corporation, (d) countersign all contracts and other instruments as required by law or prescribed by the Board of Directors, (e) give or cause to be given notice of all meetings required by these Bylaws, and, (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or the Board of Directors

Section 9 Treasurer The Treasurer shall (a) keep and maintain or cause to be kept and maintained adequate and correct accounts of business transactions of the DCPCA, including accounts of its funds (both general and special), assets, liabilities, receipts, disbursements, reserve, gains, and losses, (b) oversee the receipts for moneys due and payable to the DCPCA from any source whatsoever, and deposit or arrange for the deposit of all such moneys in the name of the Corporation in such bank, trust companies, or other depositories of the Bylaws, (c) render such reports as may be requested from

time to time by the Chair to the Board of Directors, and, (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or the Board of Directors. The books of the accounts shall at all times be open to inspection by any director.

Section 10 Other Officers. All other officers shall have such duties and powers as are provided in these Bylaws, or as the Board of Directors may determine from time to time, or as may be assigned to them by any superior officer.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS, AND LOANS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the DCPCA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the DCPCA shall be signed by such officer or officers, agent or agents of the DCPCA, and in such manner as shall be from time to time determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the DCPCA shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 4. Loans. No loans shall be contracted on behalf of the DCPCA, and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or limited.

Section 5. Donations and Grants. In pursuance of its purposes, the Board of Directors may solicit and receive donations and apply for and accept grants for the general purposes of the DCPCA or for the specific projects designated by the donors or the Board of Directors. The Board of Directors shall also have the right to make donations in the name of the DCPCA to other corporations and individuals for any purposes for which the corporation is organized.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the DCPCA shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE IX - AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by affirmative vote of a majority of the directors then in office

ARTICLE X - DISSOLUTION

Upon dissolution or final liquidation of the DCPCA, a majority of the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the DCPCA, dispose of all assets of the DCPCA exclusively for the purposes of the DCPCA, in such manner, or to such organizations, which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or its successor provisions

Resolution

WHEREAS, the Board of Directors of the District of Columbia Primary Care Association ("the Corporation") deems it to be in the best interest of the Corporation to amend the Bylaws of the Corporation,

NOW, THEREFORE, BE IT

RESOLVED, that the Bylaws of the Corporation be amended as follows Delete the fourth and fifth sentences of Article V Board of Directors, Section 3 Election and Tenure