



Bylaws of the National Accrediting Agency for Clinical Laboratory Sciences

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Contents

ARTICLE I - Purpose.....	5
SECTION 1.1 History and Purpose.....	5
SECTION 1.2 Definitions.....	5
ARTICLE II - Board of Directors	6
SECTION 2.1 General Powers.....	6
SECTION 2.2 Membership on the Board of Directors.....	6
SECTION 2.3 Vacancies.....	7
SECTION 2.4 Annual Meetings.....	7
SECTION 2.5 Special Meetings	7
SECTION 2.6 Notice	7
SECTION 2.7 Quorum	7
SECTION 2.8 Manner of Acting	8
SECTION 2.9 Informal Action by Directors	8
ARTICLE III - Officers.....	8
SECTION 3.1 Officers.....	8
SECTION 3.2 Election and Terms of Office	8
SECTION 3.3 Removal	8
SECTION 3.4 Vacancies.....	8
SECTION 3.5 President	9
SECTION 3.6 President Elect or Vice President	9
SECTION 3.7 Treasurer.....	9
SECTION 3.8 Secretary	9
SECTION 3.9 Chief Executive Officer	9
ARTICLE IV - Standing Committees of The Board.....	10
SECTION 4.1 Executive Committee.....	10
SECTION 4.2 Finance Committee	11
SECTION 4.3 Bylaws Committee.....	11
SECTION 4.4 Nominations Committee	11
SECTION 4.5 Quality Assurance Committee	11

SECTION 4.6 Review Process Committee 12

SECTION 4.7 Volunteer Recognition Committee 12

ARTICLE V - Indemnification of Directors and Officers 12

 SECTION 5.1 Indemnification 12

 SECTION 5.2 Insurance..... 12

 SECTION 5.3 Fidelity Bonds..... 12

ARTICLE VI - Miscellaneous 12

 SECTION 6.1 Registered Office..... 13

 SECTION 6.2 Corporate Seal 13

 SECTION 6.3 Fiscal Year 13

 SECTION 6.4 Parliamentary Procedures 13

ARTICLE VII - Appointed and Elected Committees..... 13

 SECTION 7.1 Structure..... 13

 SECTION 7.2 Program Review Committees..... 13

 SECTION 7.3 Ad Hoc Committees..... 13

ARTICLE VIII - Finance 13

ARTICLE IX - Amendments..... 14

ARTICLE X - Conclusion of Business..... 14

ARTICLE I - Purpose

SECTION 1.1 History and Purpose

The National Accrediting Agency for Clinical Laboratory Sciences (NAACLS) is an autonomous not-for-profit organization incorporated in the State of Illinois. In October 1973, the Corporation was formed through a joint agreement of the two sponsoring organizations, the American Society for Clinical Pathology (formerly the American Society of Clinical Pathologists) and the American Society for Clinical Laboratory Science (formerly the American Society for Medical Technology).

The purpose of the Corporation is to cooperate with other entities to establish, maintain, advance and administer accreditation policies, practices, standards, and procedures to enhance and assure the quality of educational programs in clinical laboratory sciences. Standards for accredited programs are established by peer review and adopted by the NAACLS Corporation.

The Corporation determines accreditation actions based on the adopted Standards.

All aspects of the Corporation shall be independent from the organization, bylaws and regulations of sponsoring and participating organizations.

SECTION 1.2 Definitions

A. Educational Programs in Clinical Laboratory Sciences

Those programs conducted in certificate, baccalaureate and master's degree medical laboratory scientist; certificate and associate degree medical laboratory technician; certificate and baccalaureate degree histotechnologist; certificate and associate degree histotechnician; certificate, baccalaureate, and master's degree diagnostic molecular scientist; certificate, baccalaureate and master's degree cytogenetic technologist; certificate, baccalaureate and master's degree pathologists' assistant; doctoral degree clinical laboratory scientist; certificate phlebotomist, and, certificate medical laboratory assistant.

B. Representative Practitioners/Educators of Programs for the Clinical Laboratory Sciences

Educators or graduates of programs in clinical laboratory science at the appropriate degree level.

C. Sponsoring Organizations

The American Society for Clinical Pathology (ASCP) and the American Society for Clinical Laboratory Science (ASCLS), founders of the National Accrediting Agency for Clinical Laboratory Sciences, are the sponsoring organizations that represent the clinical laboratory disciplines.

D. Participating Organizations

Organizations that represent individual disciplines within clinical laboratory sciences and became associated with the National Accrediting Agency for Clinical Laboratory Sciences after its founding by the sponsoring organizations. These include the American Association of Pathologists' Assistants (AAPA), the National Society for Histotechnology (NSH), and the Association of Genetic Technologists (AGT).

E. Accreditation

The award recognizing compliance with the National Accrediting Agency for Clinical Laboratory Sciences' Standards granted to programs that prepare individuals for the clinical laboratory science disciplines of biomedical scientist, cytogenetic technologist, diagnostic molecular scientist, doctor of clinical laboratory science, histotechnician, histotechnologist, medical laboratory assistant, medical laboratory microbiologist, medical laboratory scientist, medical laboratory technician, pathologists' assistant, phlebotomist or public health microbiologist.

ARTICLE II - Board of Directors

SECTION 2.1 General Powers

The business and affairs of the corporation shall be managed by its board of directors, which shall serve in a coordinating role for those responsibilities delegated to the committees if specific collaboration by the board is not required. The board shall have the sole voting power and the final responsibility for all actions in the accrediting process. The board shall maintain a posture in the review process that encourages consideration and accreditation of innovative programs. The board periodically engages in studies or projects designed to determine the validity of the current Standards and accreditation procedures.

SECTION 2.2 Membership on the Board of Directors

Membership on the board of directors, except as noted in paragraph E below, may range from 12 to 14 directors, all of whom will be elected to service by the board, and each serving a term of four years or until a successor is chosen and qualified, except that the director term of a person elected to the office of president elect may be extended for a maximum of two years to enable the serving of the presidential term. All director and officer terms shall begin and expire immediately upon adjournment of the Fall meeting of the board.

- A. Three of the directors shall be medical laboratory professionals who shall be active members of and recommended by the American Society for Clinical Laboratory Science (ASCLS), a sponsoring organization. They shall be certified in any category for which NAACLS accredits programs. Two shall be medical laboratory science educators and one shall be a clinical laboratory administrator.
- B. Three of the directors shall be Fellows or Laboratory Professional members of and recommended by the American Society for Clinical Pathology (ASCP), a sponsoring organization. They shall be ASCP Fellows or any ASCP Laboratory Professional member certified in any category for which NAACLS accredits programs, provided that they are laboratory educators or directors. At least one shall be a pathologist.
- C. Two of the directors shall be educators/administrators, one of whom is employed by a community, technical or junior college and one by a four-year college. These two directors do not derive their primary livelihood from the laboratory industry and are not credentialed in any of the areas that NAACLS accredits. At least one of these two directors must qualify as a public representative.
- D. One of the directors shall be a public representative whose primary livelihood is not derived from the laboratory industry. This director will represent consumers of laboratory services.
- E. The CEO shall, ex officio, be a non-voting member of the Directors, and shall not be bound by

the term limits of the Board.

- F. The remaining directors of the board shall be active members of and recommended by participating organizations and shall be certified within the profession being represented. No more than one member nominated by any participating organization can be elected to serve on the board.
- G. The board may remove any director by the affirmative vote of two-thirds of the directors.

SECTION 2.3 Vacancies

Any director of the board may resign at any time by giving written notice of such resignation to the president. Any vacancy occurring may be filled for the unexpired term by the board at the next meeting provided that the person satisfies the qualification requirement of Section 2.2 that was satisfied by the resigning director.

SECTION 2.4 Annual Meetings

The annual meetings of the board shall be held in the Spring and the Fall in a fiscally prudent manner within or outside the State of Illinois for the purpose of the election of officers and the transaction of other business.

SECTION 2.5 Special Meetings

Special meetings of the board may be called by or at the request of the Executive Committee, the president or a simple majority of the board or Executive Committee. Special meetings may be held within or outside the State of Illinois.

SECTION 2.6 Notice

Notice of meetings of the board shall be given at least 30 days before a regular meeting is scheduled, and at least 15 days before a special meeting is scheduled. The business to be transacted at, and the purpose of, any regular or special meeting of the board shall be specified.

The notice shall be delivered to the director's electronic or mailing address as it appears on the records of NAACLS. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail so addressed with sufficient first-class postage thereon prepaid. If notice is given by email or other means of electronic transmission, such notice shall be deemed to be delivered upon direction to the email address or other electronic address of record of the director. If sent by any other means, such notice shall be deemed to be delivered when actually delivered to the home or business address of the director.

A waiver of notice in writing, signed by the director, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a director at a meeting will constitute a waiver of notice of such meeting, except when the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 2.7 Quorum

A majority of the directors in office shall constitute a quorum for transaction of business at any meeting of the board.

SECTION 2.8 Manner of Acting

Except as otherwise provided by statute or by these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 2.9 Informal Action by Directors

Any action required to be taken by the board, or any other action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Any consent of the board must be delivered to the secretary of the Corporation to be filed in the corporate records.

ARTICLE III - Officers

SECTION 3.1 Officers

The elected officers of the Corporation shall be a president, president-elect or vice president, immediate past president (when eligible), secretary, and treasurer. In addition, the Chief Executive Officer shall also serve as an officer in an unelected, ex officio role. The immediate past president is eligible to serve if his/her current term on the board has not ended at the conclusion of the two-year term as president. The offices of president-elect and vice president shall be filled in alternating years, with only one of the two offices being held at any one time. The same person may hold two or more offices except the offices of the president and secretary.

SECTION 3.2 Election and Terms of Office

- A. The elected officers of the Corporation shall be elected by the board. If the election of officers shall not be held at regularly scheduled meetings, such election shall be held as soon, thereafter, as it may conveniently be held.

The presidency shall be filled by succession of the president-elect and shall be for a two-year term. All other offices shall have one-year terms. The president-elect assumes the office of the president after one year of service in the position of president-elect. The president assumes the office of the immediate past president after two years of service as president if the current term on the board has not ended. The office of vice president shall be filled by election in the same year that a president-elect begins a two-year term as president. The office of president-elect shall be filled by election the next year. Succession from vice president to president-elect is not assumed or automatic.

- B. Each elected officer shall hold office until a successor shall have been duly elected and shall have qualified, or until the officer's death, or until the individual shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not create any contract rights.

SECTION 3.3 Removal

The board may remove any officer by the affirmative vote of two-thirds of the directors of the board.

SECTION 3.4 Vacancies

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

SECTION 3.5 President

The president shall be the principal officer of the Corporation and shall serve as the chair of the Executive Committee. The president shall preside at all meetings of the board. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments that the board has authorized to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The president may execute stockholder's consents, attend meetings and act and vote in person or by proxy on the stock of any corporation in which the Corporation may own stock. The president shall be bound by the financial policies of the Corporation and shall act within the scope of responsibilities related to those policies. The president shall perform such other duties as may be prescribed by the board.

SECTION 3.6 President Elect or Vice President

The president-elect or vice president shall perform such duties as may be assigned by the president or the board and shall serve as a member of the Executive Committee. In the absence of the president or if the president shall either be unable or unwilling to act, the president-elect or vice president shall perform all the duties of the president.

SECTION 3.7 Treasurer

The treasurer shall:

- a. Be responsible for all funds and securities of the Corporation.
- b. Have charge of and be responsible for the maintenance of adequate books of account for the Corporation.
- c. Prepare an annual budget for approval by the Board.
- d. Supervise the preparation of the annual financial statements of the Corporation.
- e. In general, perform all the duties incident to the office of Treasurer and such other duties may be assigned the Board and shall serve as a member of the Executive Committee.

The treasurer shall be bound by the financial policies of the Corporation and shall act within the scope of responsibilities related to those policies.

SECTION 3.8 Secretary

The secretary shall:

- a. Keep the minutes of the meetings of the Board.
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c. Maintain custody of the records.
- d. Maintain a register of the contact information of all of the Directors of the Board.
- e. In general, perform all duties incident to the office of Secretary and such other duties may be assigned by the Board and shall serve as a member of the Executive Committee.

SECTION 3.9 Chief Executive Officer

The Chief Executive Officer (CEO) shall:

- a. Administer the affairs of the Corporation and supervise staff operation, including the hiring, firing and salary administration of the staff.

- b. Have custody of all funds and securities of the Corporation and issue appropriate financial records to the sponsoring and participating organizations.

The Chief Executive Officer shall be bound by the financial policies of the Corporation and shall act within the scope of responsibilities related to those policies. The Chief Executive Officer shall be a non-voting, ex-officio member of all standing and ad hoc committees.

The Chief Executive Officer is a non-voting member of the board of directors and has the obligation to advise the board and actively participate in board discussions.

The Chief Executive Officer is responsible to the board of directors of the Corporation.

ARTICLE IV - Standing Committees of The Board

SECTION 4.1 Executive Committee

- A. The Executive Committee shall consist of the president, president-elect or vice president, immediate past president (in cases as described in Article III, Section 3.1), secretary and treasurer of the Corporation, one board director at large elected by the board, and the Chief Executive Officer (ex officio, non-voting).
- B. Executive Committee terms for the officers of the Corporation shall be as designated in Article III Section 3.2 ("Election and Terms of Office"). The Executive Committee term for the Director at large shall be one year.
- C. The Executive Committee may act on behalf of the board when the board is not in session, as and when deemed necessary by the president of the Corporation. The manner of calling meetings of the Executive Committee and the place of such meetings shall be designated by the president. A quorum shall consist of four Executive Committee members. A majority vote of the members present and voting at a meeting at which a quorum is present shall be required to authorize action by the Executive Committee.
- D. The Executive Committee shall assist the president of the Corporation in preparing the annual evaluation of the Chief Executive Officer and, when requested by the president, shall otherwise assist and advise the president.
- E. The Executive Committee shall report to the board at each board meeting all actions taken by the Executive Committee since the preceding board meeting.
- F. Notwithstanding anything to the contrary stated above in this Section 4.1, the Executive Committee shall not exercise the power and authority of the board with respect to any of the following matters:
 - a. Adopting, amending or repealing the Bylaws or the Articles of Incorporation.
 - b. Electing, appointing or removing any Director of the Board or any member of any committee of the Board or any officer of the Corporation or fixing the compensation of any member of a committee.
 - c. Filling vacancies on the Board or on any of its committees.
 - d. Adopting a plan of merger or of consolidation with another corporation.
 - e. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation.
 - f. Authorizing the voluntary dissolution of the Corporation.

- g. Adopting a plan for the distribution of assets of the Corporation.
- h. Amending, altering, repealing or taking any action that is inconsistent with any resolution or action of the Board which by its terms provide that it shall not be amended, altered or repealed by the Executive Committee.

The designation of appointment of the Executive Committee and the delegation of authority to the Executive Committee by the board shall not operate to relieve the board or any individual director of the board of responsibility imposed by law upon the board or upon him or her.

SECTION 4.2 Finance Committee

- A. The Finance Committee shall consist of the treasurer, who shall be chair, the Chief Executive Officer (ex-officio) and at least three directors of the board appointed by the board annually, upon recommendation of the president.
- B. The Finance Committee is responsible for preparing the NAACLS' annual budget, reviewing monthly financial statements and reviewing periodic investments reports.

SECTION 4.3 Bylaws Committee

- A. The Bylaws Committee shall consist of the Chief Executive Officer (ex officio) and at least three directors of the board (one designated as chair) appointed by the board annually, upon recommendation of the president.
- B. The Bylaws Committee is responsible for analyzing the Bylaws and making recommendations for changes.

SECTION 4.4 Nominations Committee

- A. The Nominations Committee shall consist of a minimum of three directors of the board, one of which is the public director, and the Chief Executive Officer (ex-officio). The public director shall serve as the chair of the Nominations Committee. If the public director is not available, the two-year or four-year educator/administrator may serve as chair. Other members of the Nominations Committee are appointed by the board annually, upon recommendation of the president.
- B. The Nominations Committee is responsible for reviewing the credentials of candidates for the elected positions of the board and review committees with input from the review committees and presenting nominations to the Board.

SECTION 4.5 Quality Assurance Committee

- A. The Quality Assurance Committee shall consist of the board liaisons to the review committees plus three additional directors of the board (one designated as chair) appointed by the board annually, upon recommendation of the president. In addition, ex officio members are the board president, the Chief Executive Officer, and the review committee chairs.
- B. The Quality Assurance Committee is responsible for reviewing all accreditation recommendations from the review committees for accuracy, objectivity, and consistency with NAACLS Standards and accreditation policies. The review is done before the review committee recommendations are sent to the program and final recommendations are sent to the board. The Quality Assurance Committee also reviews NAACLS documents and procedures for accuracy, clarity, and consistency with current NAACLS Standards, policies,

and practice, and assists in developing corrective action when problems are identified in the accreditation process.

SECTION 4.6 Review Process Committee

- A. The Review Process Committee shall consist of the Review Committee on Accredited Programs (RCAP) board liaison, the Programs Accreditation Review Committee (PARC) board liaison, the Doctoral Review Committee (DRC) board liaison, the RCAP chair, the PARC chair, the DRC chair, the Chief Executive Officer (ex officio) and two additional directors of the board (one designated as chair) appointed by the board annually, upon recommendation of the president. Only directors of the board shall vote on issues.
- B. The Review Process Committee is responsible for evaluating the NAACLS' cyclical review processes for self-studies, self-study reviews, site visits, site visit reviews, and suggesting recommendations for quality improvements to the processes when indicated.

SECTION 4.7 Volunteer Recognition Committee

- A. The Volunteer Recognition Committee shall consist of the Chief Executive Officer (ex officio) and at least three directors of the board (one designated as chair) appointed by the board annually, upon recommendation of the president. The NAACLS Chief Executive Officer will assign a staff liaison.

ARTICLE V - Indemnification of Directors and Officers

SECTION 5.1 Indemnification

The Corporation shall indemnify any and all of its board directors and officers, and all of its former board directors or officers, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties by reason of being or having been a board director or officer of the Corporation, except in relation to matters as to which any such board director or officer or former board director or officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

SECTION 5.2 Insurance

The Corporation may purchase and maintain insurance on behalf of any and all of its board directors and officers, or former board directors and officers, insuring against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been board directors or officers of the Corporation whether or not the Corporation would have the power to indemnify them against such liability or settlement pursuant to these Bylaws or the Illinois General Not For Profit Corporation Act.

SECTION 5.3 Fidelity Bonds

The board of directors may require any officer, director, employee, or agent of the Corporation, to furnish at the expense of the Corporation, a fidelity bond, in such a sum as the board shall prescribe.

ARTICLE VI - Miscellaneous

SECTION 6.1 Registered Office

The Corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or outside the state.

SECTION 6.2 Corporate Seal

The board shall provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

SECTION 6.3 Fiscal Year

The fiscal year shall end on June 30 of each year.

SECTION 6.4 Parliamentary Procedures

The rules contained in the most current edition of the American Institute of Parliamentarians' Standard Code of Parliamentary Procedure shall govern the Corporation in all cases where they are applicable and where they are not inconsistent with these Bylaws or any special rules of order that the board of directors may adopt.

ARTICLE VII - Appointed and Elected Committees

SECTION 7.1 Structure

The board shall utilize appointed and elected committees, who serve at the pleasure of the board, to conduct the functions of the corporation and make recommendations to the board. These committees may not act on behalf of the corporation, bind the board in any action nor exercise any of the powers that the board is prohibited from delegating. Committees appointed and elected by the board operate as deliberative bodies and act upon the vote of the majority of directors present. Additional advisors or consultants shall be made available to the committees as needed.

SECTION 7.2 Program Review Committees

The program review committees are responsible for the review of accredited programs in the clinical laboratory sciences.

The committee members shall be charged to review reports of programs seeking initial or renewal of accreditation and submit recommendations to the board and to prepare guidelines for accreditation and compliance to NAACLS Standards for adoption by the board.

SECTION 7.3 Ad Hoc Committees

The board upon recommendation of the president may appoint ad hoc committees as appropriate and necessary. The board shall in its enabling resolution define the objectives, organization, powers and terms of any such committee.

ARTICLE VIII - Finance

The funds to support the Corporation shall be derived from, but not limited to, the sponsoring and participating organizations, and the educational programs being reviewed for accreditation. The contributions from the sponsoring and participating organizations shall be in such amounts and shall be due at such times as are determined by the Finance Committee of the board. If a

sponsoring or participating organization fails to make a contribution within 30 days of the date upon which such contribution is due, and if such organization fails to provide to the board a satisfactory written explanation for its failure to make the contribution, the board will undertake a status review of such organization to determine whether it will be permitted to continue as a sponsoring or participating organization. After undertaking a status review, the board shall have the power to terminate the status of the delinquent organization as a sponsoring or participating organization of the Corporation. Notwithstanding anything to the contrary contained in Article IX of these Bylaws, the board shall have the authority to implement a decision to terminate the status of a delinquent organization as a sponsoring or participating organization of the Corporation by amending Section 2.2 of these Bylaws to remove the right of such terminated organization to representation on the Board and by such other actions as may be necessary or appropriate.

ARTICLE IX - Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the board of directors at a meeting of the board if notice of the proposed alteration, amendment or repeal is contained in the notice of such meeting. Notice of any such meeting shall be given at least 60 days before the meeting is scheduled and such notice shall contain the complete text of any proposed changes to the Bylaws provided. However, the Bylaw provisions establishing the composition of the board may only be amended with the written approval of the board of directors of each sponsoring organization. If such approval is not obtained at the meeting scheduled for the amendment of such Bylaws, the board may proceed with such amendment by the affirmative vote of two-thirds of the board directors whose vote may not be taken until one year has elapsed from the date of the meeting at which such approval was not obtained from the sponsoring organization(s).

ARTICLE X - Conclusion of Business

A special committee shall be appointed by the existing Executive Committee to oversee the conclusion of business.

The Corporation shall otherwise cease to conduct its affairs except insofar as may be necessary for the winding up thereof, in compliance with the provisions of Article 12 of the Illinois General Not for Profit Corporation Act of 1986, as amended.

Notices shall be mailed to each known creditor of the Corporation, to appropriate federal and state governmental departments and agencies, and the directors of the Corporation.

Using the estimates of liabilities, obligations and assets, the special committee, advised by the Finance Committee, shall determine the Corporation's liabilities, obligations and assets and report thereon to the board of directors.

The special committee, advised by the Finance Committee, shall collect and convert to cash the Corporation's assets and apply them to pay, discharge or compromise all liabilities and obligations of the Corporation or make adequate provision therefore and distribute any remaining assets equally among such directors of the Corporation or their successors as are in existence and qualify as a tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code.

A final audit of the finances of the Corporation shall be performed and provided to the board of directors.

A related resolution shall be filed with the State of Illinois.