

**BY LAWS OF THE ARIZONA PUBLIC HEALTH ASSOCIATION**

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**Article I - NAME**

**Section 1: Name**

This corporation shall be known as the Arizona Public Health Association (AzPHA).

**Article II - MISSION AND PURPOSE**

**Section 1: Mission**

A non-profit, professional organization working to improve the health of Arizona’s communities through education, advocacy, and professional development.

**Section 2: Purpose**

The purpose for which this corporation is organized is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona and described in Section 501c3 of the internal Revenue Code, as they may be amended from time to time.

**Article III - EQUITY, DIVERSITY, AND INCLUSION**

**Section 1- Values**

This corporation and the Board are committed to incorporating the values of diversity, equity, and inclusion (“DEI”) in the governance and operations of this corporation. These values shall be codified in a DEI policy adopted by the Board and in the following statement.

**Anti-Racism Statement**

This corporation and the Board are committed to welcoming, honoring and learning from all the cultures that constitute our society. We commit to leveraging all of our assets (convening, strategic investments, awareness building, community partnerships, advocacy and activism) to dismantle and thereby transform racist and oppressive structures affecting the public health of Arizonans by taking positive action to listen, learn and challenge past and existing frameworks of structural racism, inequity and oppression, including policies and practices that have the effect of marginalizing groups of people on the basis of gender, race, ethnicity, language, origin and domicile.

## Article IV - MEMBERSHIP

### Section 1: Categories

There shall be two (2) classes of members:

**Individual Members:** All persons interested in the advancement of public health may become members of the Association upon payment of dues, with the privilege of voting. The Board of Directors will approve policies to outline a dues structure for all individual members, allowing some members discounted fees, such as students and retirees.

**Organizational Members:** Organizations including public, private, non-profit, tribal entities or educational institutions supportive of the mission and interested in supporting public health may become organizational members. The Board of Directors will approve policies to outline a dues structure for all organizational members.

The Board has the discretion based on Board policy to not accept membership if an individual or organization does not align with AzPHA's mission or values.

### Section 2: Dues

The annual dues for membership categories of the Association shall be determined by the Board of Directors. Dues collected will be used to achieve the mission of the organization.

### Section 3: Discontinuance

Upon the recommendation of an officer of the Board, the Board of Directors may discontinue the membership of any member whose behavior implies and/or state positions detrimental to the mission and/or operations purpose of the Association.

Three-fourths of the votes cast at a regular or special board meeting shall be necessary for such action. The affected member shall be advised of the intent of the Board and the date, time, and place of the meeting at least five days prior to the meeting date. Membership or affiliation with the Arizona Public Health Association will be immediately terminated by the negative vote. No portion of the dues will be refunded.

## Article V - AFFILIATION

### Section 1: American Public Health Association

The Arizona Public Health Association shall establish and maintain affiliate membership in the American Public Health Association. The Arizona Public Health Association shall have a voting seat on the American Public Health Association Governing Council.

## **Article VI - BOARD OF DIRECTORS**

### **Section 1: Powers and Duties**

The affairs and property of the organization shall be managed and controlled by its Board of Directors that shall exercise the power, responsibilities and duties of the organization as authorized by Arizona statutes, and the bylaws of the organization. Every Board Member shall be an active participant in at least one Committee or Subcommittee of the Board.

#### **Specific Powers and Duties:**

1. Determining overall direction, role, and mission of the organization;
2. Formulating and approving strategic and financial goals and plans;
3. Review the organization's performance in relation to the mission;
4. Setting policy for the organization consistent with these bylaws;
5. Appropriating funds entrusted to this organization;
6. Appointing, removing, or suspending the Executive Director as necessary;
7. Amending these bylaws on a provisional basis;
8. Recruiting and retaining members of the organization; and
9. Contributing financially to the organization annually.

### **Section 2: Public Health Policy Advocacy**

The Board of Directors and the Executive Director shall take public policy positions on areas that have been endorsed through resolutions or a vote of the membership. The Board of Directors may take public policy positions to support the mission of the organization and in accordance with policy approved by the Board.

### **Section 3: Membership**

The Board of Directors shall consist of an elected Board of Directors, which is defined under Article VIII, Section 1. All Members of the Board of Directors shall be members in good standing of the Association. The Board should reflect the diversity of Arizona's residents.

### **Section 4: Vacancies**

With approval of the Board of Directors, the President may appoint replacements for Directors, the Affiliate Representative to the Governing Council of the American Public Health Association, and committee Chairs, to complete the term at which time newly elected, or as appropriate, newly appointed members of the Board shall take office.

### **Section 5: Board Member Absence & Removal**

AzPHA considers regular attendance at meetings of the Board to be of the greatest importance to

its functions and operations. The Board realizes that some absences by members from meetings are unavoidable and establishes the following guidelines for determining excused and unexcused absences from meetings.

An excused absence is a family emergency, illness of members/family or a medical appointment, or an unavoidable conflicting meeting that the Board President is provided notice of at least twenty-four (24) hours. An unexcused absence is a failure to notify the board president no less than twenty-four (24) hours in advance.

Two consecutive and unexcused absences by any member of the Board from regular meetings of the Board of Directors shall be addressed by the Board President. The judgment of the Board President will be considered official in determining whether the Board Member should be asked to resign or be terminated.

### Section 6: Regular Meetings

The Board of Directors shall hold no less than ten (10) regular board meetings, from January through December of each calendar year. The meeting dates, times and location will be determined by the Board President. The President has the discretion of calling for in-person meetings or by conference call. The Board of Directors shall host an Annual Member Meeting each fall.

### Section 7: Notification of Meetings

The Board of Directors shall be notified of the date and place of regular and special meetings at least seventy-two hours prior to such meetings.

### Section 8: Quorum

A simple majority of the members of the Board of Directors in office shall constitute a quorum for the transaction of business. The majority of Directors voting at a meeting at which a quorum is present shall constitute the act of the Board of Directors, unless otherwise noted in these bylaws.

An absent member may be represented by proxy. A signed proxy statement must be mailed, faxed, or electronically mailed to the President or Executive Director at least 24 hours prior to the meeting at which business is to be transacted. If no board member is designated, the President will be given the authority to act on the proxy statement. All proxy statements are valid for the duration of one board meeting and are revocable only by the member submitting the proxy statement.

## **Article VII - COMMITTEES**

### **Section 1: Committee Chairs and Membership**

Committee Chairs are responsible for convening committee activities, convening subcommittees, identifying additional members to serve on committees as required, and reporting the activities of committees to the Board of Directors at regular Board meetings.

### **Section 2: Board of Directors Committee Responsibilities**

The Board of Directors is responsible for the following Committees which meet on a regular basis. The Board president can reappoint a board member to take on a given responsibility.

### **Section 3: Membership Committee**

The Membership Committee shall be chaired by the Vice President. This Committee is responsible for monitoring memberships and identifying strategies for the recruitment and retention of members in all categories.

#### **Awards Subcommittee**

The Awards Subcommittee of the Membership Committee shall be chaired by the Vice President. The Awards Subcommittee is responsible for the coordination of the nomination, selection, and acknowledgement of Association awards and scholarships. The subcommittee shall submit its recommendations to the Board of Directors for approval.

### **Section 4: Finance Committee**

The Finance Committee shall be chaired by the Board Treasurer. The Finance Committee is primarily responsible for providing financial oversight for the organization. Activities of the finance committee may include but are not limited to: 1) developing an annual operating budget with staff, approving the budget within the finance committee; 2) monitoring adherence to the budget; 3) setting long-range financial goals, including fundraising goals, along with funding strategies to achieve them; 4) developing multi-year operating budgets that integrate strategic plan objectives and initiatives; and 5) presenting all financial goals and proposals to the Board of Directors for approval.

### **Section 5: Board Governance Committee**

The Board Governance Committee shall be chaired by the Board President. This committee is responsible for recommending policies and procedures for the organization. At the discretion of the Chair, this committee may form subcommittees, including but not limited to strategic planning and bylaws.

### **Governance Committee Nomination Subcommittee**

The Nomination Subcommittee is led by the Immediate Past President and is responsible for coordinating nomination and application process, including review of candidates and recommendations, for Board of Director open positions. The Nomination Subcommittee shall review the recommended slate of officers prior to presenting it to the Board.

## **Section 6: Professional Development Committee**

The Professional Development Committee shall be chaired by the Director of Academic Relations and Professional Development. The Professional Development Committee will be responsible for developing the annual calendar of professional development activities, which may include but are not limited to workshops, conferences, and other events that promote the development of knowledge and skills of the public health workforce. Subcommittees may be formed to plan and execute conference or educational opportunities.

### **Conference Planning Subcommittee**

The Annual Conference Planning is a subcommittee of the Professional Development Committee and is chaired by the President-Elect. This committee shall coordinate with scholarship recipients and interns and ensure they present their research at the Annual Conference.

## **Section 7: Public Policy Committee**

The Public Policy Committee shall be chaired by the Director of Public Health Policy and consists of at least five members representative of the membership. This committee shall review proposed and existing federal, state and local health laws and ordinances, propose needed legislation and make recommendations for policy action and ballot initiatives to the Board of Directors. The Public Policy Committee is responsible to convene the Resolution Subcommittee.

### **Policy Committee Resolution Subcommittee**

The Resolution Subcommittee is led by a Chair selected by the Director of Public Health Policy. The Resolution Subcommittee shall initiate, solicit, and receive resolutions from the members and shall draft and edit selected resolutions. Resolutions must be approved by the Public Health Policy Committee prior to being submitted to the Board of Directors for approval. Resolutions will require approval from AZPHA membership. An electronic voting process is an acceptable process to seek a simple majority from the membership. For record keeping purposes, the Secretary will participate in this subcommittee.

## **Section 8: Ad Hoc Committees**

The President may, with approval of the Board of Directors, designate ad hoc committees comprised of board members and members to complete specific projects. Following completion of assignment, the ad hoc committee will submit a report and be discharged. No



committee may act on behalf of the Board unless specifically authorized by the Board to do so. The President will appoint ad hoc committee chairs.

## **Article - VIII OFFICERS**

### **Section 1: General**

The Board of Directors shall consist of the President, President-Elect, Vice-President, Treasurer, Secretary, Immediate Past President, ARGC Representative to APHA, Student Representative, Director of Academic Relations and Professional Development, Director of Communication, Director of Public Health Policy, two (2) Public Representatives, and three (3) Directors at Large.

Ex-Officio members are the Executive Director and may include a representative from the Arizona Department of Health Services. Ex-officio Members shall not have a vote on matters pertaining to governance of the Association and do not count as part of a quorum.

All members of the Board of Directors shall be elected to office through a process of nomination, verification of membership, and general election by the association members eligible to vote. Non-members and affiliate members shall not be eligible to run or hold a position on the board.

### **Section 2: President**

The President shall call all meetings of the Association and of the Board of Directors; shall preside at the annual business meeting and at all meetings of the Board of Directors; shall appoint all ad-hoc committees with the approval of the Board of Directors. They may appoint any replacement of committee chairs as needed and shall exercise general supervision over the affairs of the Association.

The President shall chair the Governance committee and the strategic planning subcommittee. They shall create and conduct an annual board evaluation and implement a process for an Executive Director performance review each fall. They shall create and implement a process to collect annually Board Members conflicts of interests.

The President shall serve as such from the close of the annual meeting to the close of the next annual meeting when that person shall automatically become Immediate Past President. By the start of its term, the Board President needs to be a member of the American Public Health Association and pay applicable membership dues.

### **Section 3: President-Elect**

The President-Elect shall, in the absence of the President, perform all the duties and have all the powers of the President. The President-Elect shall serve as Chair of the Award Subcommittee.

The President-Elect shall perform such other duties as may be prescribed in these bylaws or assigned by the Board or the President.

The President-Elect shall serve as such from the close of the annual meeting to the close of the next annual meeting when that person shall automatically become President.

#### Section 4: Vice-President

The Vice-President shall serve as Chair of the Membership Committee. They are responsible for planning and executing the Annual Member Meeting and may, at their discretion, form a planning subcommittee. Vice-President shall serve from the close of the annual meeting to the close of the next annual meeting when that person shall automatically become President-Elect.

#### Section 5: Secretary

The Secretary will keep a record of the proceedings of the Board of Directors and shall cause to be served all notices of meetings and elections. The Secretary shall perform such other duties as may be prescribed in these bylaws or assigned by the President. The Secretary shall develop and implement a process of record keeping of bylaws, policies, and procedures. The Secretary must participate in the resolution subcommittee.

#### Section 6: Treasurer

The Treasurer shall ensure that a complete set of accounting records of all financial transactions of the organization is kept and that a financial compilation is completed annually. The Treasurer chairs the Finance Committee.

The Treasurer shall report on all fiscal matters, draft an annual budget with Executive Director for Board approval, review budgets regularly with the Executive Director, provide oversight and compliance with policies and procedures, financial maintenance, provide reports to the board and offer recommendations to Executive and Board on fiscal responsibility, trends and direction. The Treasurer will be available to support all committees with fund development as needed.

#### Section 7: Immediate Past President

The Immediate Past President shall serve as Chair of the Nomination Subcommittee and is responsible for updating and maintaining a manual for incoming board members and assisting the Executive Director and President with Board Member Orientation.

#### Section 8: Affiliate Representative to the APHA Governing Council (ARGC)

The Affiliate Representative shall represent the Arizona Public Health Association at all meetings of the Governing Council of the American Public Health Association. The

Representative shall be a member of the American Public Health Association, a member in good standing of the Arizona Public Health Association and have served at least two years as a member of the Board of Directors of the Arizona Public Health Association.

The ARGC shall be elected for a period of three years. If the Representative is selected to serve a term on the American Public Health Association Council of Affiliates (CoA) an additional year may be recommended by the Executive Board and approved by the Board of Directors. The President may recommend this twice during the Representative's term.

### Section 9: Student Representative

The student representative shall be an enrolled student in good standing of an Arizona State College or University in a public health related profession and shall be a student member of the Association in good standing. The Student Representative shall serve on at least one committee.

### Section 10: Director of Academic Relations and Professional Development

The Director of Academic Relations and Professional Development shall be an individual who can represent the education, training and educational development needs of public health professionals and will maintain relationships with the State Colleges and Universities who train public health professionals. The Director of Academic Relations and Professional Development will Chair the Professional Development Committee.

### Section 11: Director of Communication

The Director of Communication shall be an individual who develops and guides the marketing, web presence and public relations strategies for the Association. The Director shall seek to develop and maintain relationships with businesses and organizations throughout the state. They will work closely with the Executive Director on the media and information sent out on behalf of AZPHA and will serve as a member of at least one Committee.

### Section 12: Director of Public Health Policy

The Director of Public Health Policy shall be an individual who reviews and proposes changes to existing state and local health laws and ordinances and represents the organization on policy issues on behalf of the Association. The Director shall Chair the Public Policy Committee and bring forward recommendations and/or actions to the Board of Directors. The Director of Public Policy appoints the chair of the Resolution Subcommittee.

### Section 13: Public Representatives (2)

Public Representatives are individuals who represent the issues and concerns of the public as they relate to public health matters. Two Public Representatives shall be elected to the Board of

Directors. Public Representatives shall participate and engage in activities that strengthen grassroots efforts within the state. Each Public Representative will serve on at least one committee, subcommittee, or ad hoc committee.

### Section 14: Directors At-Large (3)

Directors At-Large are individuals who can adequately represent the voice of members. Representatives will be nominated to serve on the Board of Directors by a general vote of membership. Directors At-Large shall be members of the Association and in good standing.

### Section 16: Terms of Office

The Vice-President will be elected each year to a four-year term that progresses in succession to President-Elect, President, and Immediate Past-President.

The ARGC shall serve a term of three years and may run for one additional two-year term.

Secretary, Treasurer, and Student Representative shall serve a term of one year but may continue to serve an additional two years without election.

All other members shall serve a term of no less than two years and may run for one additional two-year term.

### Section 17: Succession and Vacancies

At the completion of the elected term of office, the Vice-President shall assume the office of President-Elect. The incumbent President-Elect shall assume the office of President. The incumbent President shall assume the status of Immediate Past President. In the absence of, or at the request of the President, the President-Elect shall assume the duties of the President.

In the event of a vacancy occurring in the office of the President, the President-Elect shall assume the duties of the President for the remainder of the unexpired term. If the President-Elect has served less than six months, add one additional year.

In the event of a vacancy occurring in the office of President-Elect, the Vice-President shall assume the duties of the President-Elect for the remainder of the unexpired term. If the Vice-President has served less than six months, add one additional year.

In the event of a vacancy occurring in the office of Vice-President within the first 6 months, a special election will take place. In the event of a vacancy occurring in the office of Vice-President after 6 months, the Vice President shall be appointed by the President and receive approval by two thirds vote of the board.

If a board member vacates their position before the end of their term, the Board

President shall appoint a replacement for the rest of the term. At the end of the term, the appointed Board member can run for a full term as described in Section 16 of this article.

### **Section 18: Election**

The Board Governance Committee shall be responsible for developing and presenting to the membership a slate of officers who have agreed to serve in the role for which they are being nominated. The members of the Association elect the Board of Directors. Election to these offices shall be by electronic vote and/or mail ballot and in accordance with the policies and procedures approved by the Board of Directors. The officers thus elected shall be installed at the Annual Member Meeting at which they were declared elected.

## **Article IX - EXECUTIVE DIRECTOR**

### **Section 1: Role and Duties**

The Executive Director shall be the Chief Executive Officer of the Association; shall report directly to the Board and shall have ultimate responsibility for the effective operation of the Association's business. The Executive Director shall be responsible for the supervision and performance of staff, shall maintain general oversight of the property, records and assets of the Association, shall coordinate with and support the activities of the select committees as directed, shall provide services to the membership consistent with Association policy, and shall assure the representation and advancement of the positions and policies of the Association with the legislature, governmental agencies at all levels, allied organizations, the media and the general public.

## **Article X - MEETINGS**

### **Section 1: Annual Membership Meeting**

An Annual Membership Meeting of the members shall be held in the fall of each year on a date and location selected by the Board of Directors. Members shall be notified of the meeting at least ten business days in advance.

## **Article XI - GENERAL PROVISIONS**

### **Section 1: Conflict of Interest**

Directors have a fiduciary responsibility and duty of loyalty and good faith to the organization. A conflict of interest exists with respect to a given matter if a member of the Board of Directors or any committee has a financial and fiduciary interest in an organization or person who would be affected by the action of the Board.

No director shall act upon or decide any matter with respect to which he or she has a conflict of interest. Anyone who believes that he or she has a conflict of interest with respect to any matter shall announce to the Board or committee the existence of the conflict of interest prior to entering any discussion on the matter and shall abstain from voting on the matter. Disclosure of conflict of interest shall be recorded in the minutes. On annual basis, board members shall disclose of any conflicts of interest by a process set forth by the Board President/ Chair of the Governance Committee.

### Section 2: Parliamentary Authority

The organization shall be governed in all its meetings by parliamentary procedure as contained in Robert's Rules of Order, unless otherwise specifically stated in these bylaws.

### Section 3: Execution of Papers

The Executive Director of the organization shall have the authority to sign all documents and obligations within the parameters and budget approved by the Board of Directors.

The Executive Director and any Officer designated by the Board of Directors shall have the authority to sign for disbursement of funds of the organization, in accordance with Board policies.

### Section 4: Fiscal Policies

The fiscal year of the organization is July 1 - June 30.

### Section 5: Review and Amendments

The Board of Directors and membership shall review these bylaws at least every two years. The board of directors may amend these bylaws at any time of the year on a provisional basis with a two-thirds vote of the board, providing the proposed amendment has been introduced at a prior board meeting. The amendment is in effect on a temporary and provisional basis upon notification of the passage of the provisional amendment to the association membership and until voted on by the membership at the following annual meeting, at which it is ratified with a two-thirds vote of the voting membership.

A provisional amendment shall be removed if it fails to be ratified by the membership. The board of directors must announce the provisional amendment submitted for ratification at least thirty (30) days prior to the annual business meeting.

### Section 6: Indemnification of Officers

The AzPHA shall indemnify any and all of its officers or former officers or any person who may

have served at its request or by its election against expenses and liabilities actually and necessarily incurred by them in connection with the defense or settlement of any actions, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been an officer of the AzPHA, or of such other corporations, except in relation to matters as to which any such director or officer or former director or officer or person 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 7: Official Communication**

Communication and meeting attendance among the board of directors and the association membership may include available telecommunication options as deemed appropriate by the executive director and consistent with association policy.

## **Article XII - DISSOLUTION**

Upon the dissolution of the corporation and after payment or the provision for payment of all the liabilities of the corporation, the board of directors will dispose of all the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501 (c) (3) of the Internal Revenue code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets not so disposed of.