



BOARD OF TRUSTEES

ADMINISTRATIVE REGULATIONS

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INTRODUCTION

These Administrative Regulations are issued pursuant to the authority granted to the Board of Trustees in the Association Bylaws. They codify the Board's governing procedures and other permanent directives intended to guide decision-making in the general affairs of the Association. Only those regulations contained in this document are in effect; any prior administrative regulations not included herein are retained solely for historical reference.

These Administrative Regulations are distinct from other governance and operational instruments of the Association. They are not Board positions, which typically address discrete issues and may be temporary in nature, nor are they management policies or procedures, which are developed by staff to direct day-to-day operations. Administrative Regulations are reserved for enduring Board-level governance direction and must remain consistent with the Association's Bylaws, Articles of Association, and applicable law.

Because the Administrative Regulations are promulgated by the Board of Trustees, only the Board may amend or revise them. Staff and members of the Association may submit recommendations for amendments at any time for the Board's consideration.

ADMINISTRATIVE REGULATIONS

SECTION 1. MISSION & VISION. The Board has the sole authority to articulate the mission, vision, and role of the Association.

§1.1 Mission Statement. CHA advances the Catholic health ministry of the United States in caring for people and communities.

§1.2 Vision Statement. We will empower bold change to elevate human flourishing.

SECTION 2. THE BOARD OF TRUSTEES

§2.1 Meeting Schedule. To fulfill the requirement of the Bylaws for at least four (4) meetings annually, and to provide for other opportunities as needed for the Board of Trustees' meetings, an annual schedule of regular Board meetings will be prepared in advance. The first Board meeting of the calendar year shall include a Board retreat.

§2.2 Agenda. To provide for an orderly decision-making process, agendas identifying topics for discussion will be prepared and preserved as part of the official record of all meetings held by the Board and Membership Assembly.

§2.3 Minutes. To ensure that an official record exists of all transactions and important events, minutes will be set down in permanent form for each meeting of the Board and Executive Committee.

§2.4 Executive Sessions. The Board may at its discretion call an executive session at any time before, during, or after a regular or special meeting.

§2.5 Orientation of New Board Members. To assist new members of the Board to assume their roles and responsibilities, the Association will conduct an orientation session in advance of a regularly scheduled Board meeting after their election.

§2.6 Position Statements. In order to inform members and others of Association positions on issues or questions that are important to the ministry, the Association, and its members, the Board may issue official position statements. The Association should maintain these statements in a manner that is accessible and should create an archive to maintain past position statements.

§2.6.1 Communication of Policy Positions

When communicating policy positions to various external audiences, the President and CEO and staff under his or her direction shall follow the protocol attached hereto as Appendix A.

§2.7 Governance Materials. In order to organize its own structure and deliberations and to ensure effective governance, the Board shall issue an organized set of governance materials to prepare and support Board members in fulfilling their responsibilities, provided that such materials are consistent with the Bylaws and these Administrative Regulations. These materials include, at a minimum, orientation resources, key governing documents, and Board-approved position descriptions that define the responsibilities and expectations associated with roles such as officers, voting

trustees, and non-voting participants, and the Association's Antitrust Compliance Policy and Conflict-of-Interest Policy. These documents serve as supplementary governance materials and may be reviewed and updated by the Board as needed.

§2.8 Evaluations. There shall be:

§2.8.1 Board Performance Evaluation. A Board process for an annual evaluation of the total performance of the Board as a policy-making body and a self-evaluation by each Trustee at the time of his/her eligibility for re-nomination;

§2.8.2 President and CEO Performance Evaluation. An Executive Committee process for an annual evaluation of the performance of the President and CEO; and

§2.8.3 Board Committee Charters Review. A periodic process by which the Board shall request the Governance Committee to evaluate the Charters of the Board Committees to determine whether changes thereto should be recommended.

Each process shall include a method for reporting the results, findings, and recommendations, if any, to the full Board.

§2.9 Attendance at Meetings. As set forth in the Bylaws, Board members are expected to attend Board meetings, the annual Membership Assembly, and may be requested to attend other meetings in their official capacity from time to time. Whenever traveling in these official capacities, Board members will be reimbursed for reasonable and necessary expenses in accordance with the standard CHA travel policy. CHA does not cover spouse or companion travel.

§2.10 Manner of Acting. The affirmative vote of a majority of the members entitled to vote and present in person at a meeting of the Board of Trustees or of a Board Committee at which a quorum is present shall be the act of the Board of Trustees/Committee, unless the action of a greater number is required under the Articles of Association, the Bylaws or the Missouri Revised Statutes.

§2.10.1. Board Meetings. For Board meetings designated as in-person, Trustees are required to attend in person, unless excused. Participation by telephone, video conference, or other remote means shall not be permitted for these meetings. Trustees may participate by video or telephone conference in Board meetings designated as virtual, provided that all participants can hear one another. Participation in a virtual Board meeting in this manner constitutes presence in person for purposes of quorum and voting.

§2.10.2. Committee Meetings. Committee meetings will ordinarily be held via videoconference and Committee members may participate by video or telephone conference, provided that all participants can hear one another. Participation in a virtual Committee meeting in this manner constitutes presence in person for purposes of quorum and voting. If, based on the nature of the agenda, an in-person meeting is required, the Committee Chair shall seek advanced approval from the Board Chairperson, who will inform the Corporate Treasurer of any such approvals so that

sufficient funds can be budgeted to cover the cost of the meeting, including travel expenses of all committee members and staff.

§2.10.3. Proxies. No Trustee/Committee Member shall act by proxy on any matter.

§2.11 Action without a Meeting. Unless forbidden by law, any action that is required to be or may be taken at a meeting of the Board of Trustees or of a Board Committee may be taken without a meeting if consent in writing, either collectively or in counterparts, setting forth the action so taken, is signed unanimously by all Trustees/Committee Members. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Corporate Secretary shall file such consents with the minutes of the meetings of the Board of Trustees/Committee. Such action shall be effective when the last Trustee/Committee Member signs such consent.

SECTION 3. FISCAL AND CONTRACTUAL MATTERS

§3.1 Budget. An operating and capital budget will be prepared for each fiscal year. The proposed budget will be presented to the Finance Committee for review and will then be presented to the Board for final approval. Including prudent utilization of long-term investment resources, each year's operating budget shall contain a budgeted surplus.

§3.2 Audit. An audit of the Association's financial statements will be conducted at least annually by a team of independent auditors appointed by the Audit and Compliance Committee.

§3.2.1 Selection of Auditors. At least every three years, the Audit and Compliance Committee will determine whether to maintain a relationship with the incumbent independent public accounts or to issue a request for proposal (RFP) to other independent public accounts.

§3.2.2 Audit Arrangement Letter. Each year, the Audit and Compliance Committee will determine the arrangements to be made with the independent public accounts to perform the financial statement audit. This communication will include a discussion of the scope, fees, and timing of the work to be performed by the auditors. The committee, in turn, will communicate the audit arrangement information to the board.

§3.2.3 Communication to Board. Each year, the independent public accountants shall report their audit findings to the Audit and Compliance Committee and be available for questions from the Board of Trustees.

§3.3 Socially Responsible Investing. The Association will invest its funds in a manner consistent with Catholic social teaching and ethical values and in accordance with the Statement of Investment Policy for CHA's Long-term and Short-term Investments as approved by the Board of Trustees. On an annual basis, the Finance Committee will review the Statement of Investment Policy for CHA's Long-term and Short-term Investments and submit any recommended changes to the Board for its approval.

§3.4 Commercial Checking Account. The Association shall establish and maintain a commercial checking account with a financial institution approved by the Board. The Corporate Treasurer shall develop a list of authorized signers and payment approvers, subject to approval by the President & Chief Executive Officer.

As the Association increasingly uses electronic payment methods, including Automated Clearing House (ACH) transactions and wire transfers, this section aims to ensure strong internal controls and Board assurance over all disbursements, regardless of payment method.

§3.4.1. Electronic Payments - ACH. ACH transactions shall be the primary method for routine disbursements. Vendors must be approved for ACH eligibility in accordance with management-established procedures prior to payment. All ACH transactions require dual authorization, consisting of an initiator and an approver, and are supported by system controls that prevent any individual from completing both functions. Management shall establish reasonable dollar thresholds requiring additional levels of approval based on financial risk.

§3.4.2. Wire Transfers. Wire transfers shall always require dual authorization by two authorized approvers. One-time wire transfers may be initiated by either the Senior Director of Finance or the Chief Financial Officer, or their authorized designees, and approved by the other, in accordance with established approval thresholds, provided any such one-time wire transfers are disclosed to the Audit and Compliance Committee at its next regular meeting.

§3.4.3. Checks. All check disbursements shall utilize Positive Pay or a comparable fraud-prevention service provided by the financial institution. Signature requirements for checks are as follows:

- Under \$10,000: One automated signature permitted
- \$10,000–\$25,000: One automated signature and one manual signature required
- Over \$25,000: Two manual signatures required, both of which must be executive-level authorized signers

§3.4.4. Review of Controls. The Corporate Treasurer shall review payment approval thresholds and authorization requirements at least annually and recommend updates as appropriate to ensure alignment with financial risk, operational needs, and industry best practices.

§3.5 Responsibilities of Board, Executive Committee and President and CEO regarding Employee Compensation.

§3.5.1 Board Responsibility.

§3.5.1.1 Overall CHA compensation program. The Board is responsible for approving the philosophy and goals of the CHA employee compensation program. The Board shall adopt such policies as it deems appropriate regarding employee compensation to ensure compliance with applicable legal and regulatory requirements, including a policy policies

addressing excess benefit transactions under the Internal Revenue Code.

§3.5.1.2 Executive compensation programs. The Board shall adopt and periodically review an executive compensation policy.

§3.5.2 *Executive Committee Responsibility.*

§3.5.2.1 *President & CEO Compensation.* The Executive Committee (excluding the President and CEO) shall develop and approve the compensation and benefits package for the President and CEO.

§3.5.2.2 Adaptations to the Compensation Program for Executives. The Executive Committee must approve any substantive adaptations of the CHA compensation program that the President and CEO proposes for any executive who reports directly to the President and CEO.

§3.5.2.3 Excess Benefit Transaction Oversight. The Executive Committee shall perform any functions delegated to it under the Board's policy regarding excess benefit transactions.

§3.5.3 *President and CEO Responsibility.* The President and CEO is responsible for developing and maintaining develop appropriate procedures to implement the CHA employee compensation program (excluding executive compensation governed separately by the Board and Executive Committee), and for overseeing the administration of the employee compensation program.

§3.6 Fiduciary Oversight of Retirement Plans. The Association currently maintains two employee retirement plans. One plan is a defined contribution pension plan funded by contributions made by CHA for all regular employees of CHA. The other plan is funded by elective contributions made by regular employees of CHA.

§3.6.1 *Investment Options.* As presently structured, each of the plans has a variety of investment options into which employees may direct contributions. Employees make all of their investment decisions as provided in *Section 404(c)* of the Employee Retirement Income Security Act of 1974 ("ERISA").

§3.6.2 *Fiduciary Oversight.* The Finance Committee will have responsibility for fiduciary oversight of the retirement plans' investments. This fiduciary oversight will include development, maintenance and implementation of a Statement of Investment Policy for the plans. Implementation of the Statement of Investment Policy will include monitoring the performance of the investment options of the plans, and, as necessary, adding or removing investment options from the plans.

§3.6.3 *Fiduciary Liability Insurance Coverage.* The Association will provide fiduciary liability insurance coverage to the members of the Finance Committee in connection with the performance of their fiduciary responsibilities under *Section 3.6.2* above.

SECTION 4. COMMITTEES

§4.1 In General. The Association shall have three types of committees: board committees, administrative committees, and membership committees. The Association may also establish and convene other types of groups as necessary to carry out its mission, including but not limited to advisory councils, affinity groups, task forces, and work groups.

§4.1.1 Board Committees. Two kinds of board committees shall help the Board accomplish its strategic goals: board standing committees and board special committees.

§4.1.1.1 Board Standing Committees. Board standing committees are those committees of the Board established and defined in the Bylaws. The following are Board standing committees: the Executive Committee, the Finance Committee, the Governance Committee, the Audit and Compliance Committee, and the Advocacy and Public Policy Committee. Except as is otherwise provided in the Bylaws, the Chairperson of the Board of Trustees shall appoint and remove the chairperson and members of all board standing committees.

§4.1.1.2 Board Special Committees. The Board may establish board committees as it may determine from time to time. The Board shall define the membership, mandate, and duration of all board special committees. The work of such committees will relate to the activities of the Board. The Chairperson of the Board of Trustees shall appoint and remove the chairperson and members of all board special committees. Board special committees will be chaired by a current or former CHA Board member. There is currently one Board Special Committee: the Awards Committee.

§4.1.2 Administrative Committees. When deemed necessary or advisable to carry out his or her administrative or management responsibilities, the President and CEO shall have the authority to establish two types of committees: administrative standing committees and administrative special committees. The President and CEO shall apprise the Board of the activities of these committees annually.

§4.1.2.1 Administrative Standing Committees. Members and chairpersons of administrative standing committees shall be appointed and removed by the President and CEO, after consultation with the Chairperson of the Board. The committees shall be constituted to perform certain ongoing advisory functions to enable the President and CEO and the staff to carry out their duties on behalf of the Association.

§4.1.2.2 Administrative Special Committees. Members and chairpersons of administrative special committees shall be appointed and removed by the President and CEO after consultation with the Chairperson of the Board. The committees shall be constituted for a limited duration and with specific, designated expectations or outcomes.

§4.1.3 Membership Committees. Committees designated in the Bylaws with direct reporting authority to the Membership Assembly shall be known as “membership committees.” There are currently no membership committees established under the Bylaws.

§4.2 Minutes. To ensure a historical record of transactions and important events, minutes for meetings of board and membership committees will be maintained in permanent form.

§4.3 Terms. Except as otherwise provided in the Bylaws, committee members shall serve terms as established at the time of appointment or until replaced.

SECTION 5. CORPORATE AND LEGAL AFFAIRS

§5.1 Safety of Records. To ensure, to the extent possible, the safety of official records, those records essential to the legal and financial status of the Association will be protected against loss through fire or other disaster. Other corporate records will be maintained for historical purposes in as safe a manner as is practicable.

§5.2 Conflict of Interest Policy Statement. The Board of Trustees shall adopt and periodically review a conflict of interest policy outlining the procedures applicable when CHA is contemplating a transaction in which a covered person has a material interest. Persons covered by the policy are CHA’s trustees, officers, and any other CHA employee in a position to exercise substantial influence over the affairs of CHA, as determined by the Board from time to time. Such persons shall be required to review the policy and sign a Certificate of Compliance form annually, which shall be reviewed by the Chairperson of the Board and the Compliance Officer.

§5.3 Participation in Litigation.

§5.3.1 General Policy. CHA initiation or support of litigation shall occur only upon recommendation of the President and CEO and approval of the Board of Trustees. Decisions about litigation in the ordinary course of business shall be made by the President and CEO.

§5.3.2 Decision Factors. The following factors shall be considered in deciding whether to initiate or support litigation or to participate as amicus curiae under §5.3.3:

- The potential impact on CHA members and/or the Catholic health ministry;
- Any special insight or contribution that will be added by CHA;
- The ability to promote or protect Catholic values;
- The nationwide or multi-state precedential value; and
- The level of expense involved.

§5.3.3 *Exception.* The President and CEO may initiate participation in established litigation as an amicus curiae when the issue is one on which Association policy is clear, and the President and CEO has considered the factors enunciated in §5.3.2.

In such event, a report of the action shall be made at the next Board meeting.

§5.3.4 *Communication to Interested Parties.* Except in unusual circumstances or on decisions related to participation as amicus curiae, the diocesan bishop of the locale involved shall be consulted about a decision to initiate or support litigation. In cases involving a member institution, the chief executive officer for that entity should also be consulted.

§5.3.5 *Financing.* Financing of litigation shall be as provided in the annual budget or as authorized by action of the Board. The President and CEO and General Counsel shall coordinate the budget for participation in litigation and the selection of outside counsel.

§5.4 Prohibition of Personal Loans to Trustees, Officers, and Executives. The Association shall not, either directly or indirectly, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan, to or for any trustee, officer, or executive.

SECTION 6. TRAVEL AND TRAVEL INSURANCE

§6.1 Expenses. The Association will adopt a travel policy to ensure that expenses incurred by persons traveling on Association business are reimbursed in a manner consistent with good stewardship and the Internal Revenue Code. The Audit and Compliance Committee will review the policy at least once every three (3) years to determine whether the policy complies with this Section.

§6.2 Travel Insurance. To ensure the members of the Board and members of Board-related committees against accidental loss of life or dismemberment while traveling on Association business, the Association will provide a travel accident insurance program.

SECTION 7. DUES

§7.1 Recruitment. CHA will strive to have all Catholic healthcare organizations or institutions and sponsoring religious congregations and dioceses as members.

§7.1.1. *Board Responsibility for Dues Philosophy.* The Board of Trustees is responsible for approving the philosophy and goals of the Association's dues structure. The Board shall periodically review the Association's dues philosophy to ensure continued alignment with CHA's mission, membership values, and financial sustainability. In accordance with that philosophy, the Executive Committee shall conduct this periodic review on behalf of the Board at least every five years and recommend to the Board any updates it deems appropriate.

§7.2 Dues Billing. Each member of the Association will be billed for dues in accordance with the dues formula applicable to the category of membership (see *Appendix B*). Dues bills to Representative Members will include all the System Participant Members.

§7.3 Financial Hardship. In the event that a member is unable to pay some or all of its dues because of severe financial hardship, it may make an application for a dues waiver. The Finance Committee will review the application and make a recommendation to the Board of Trustees. The recommendation may be for denial of the application, for full or partial waiver, or for other appropriate action. If a dues waiver is approved by the Board, the member shall continue to enjoy all privileges and benefits of membership. If the dues waiver application is denied by the Finance Committee, the member may appeal directly to the Board of Trustees.

§7.4 Nonpayment of Dues. In the event that a member declines to pay dues for a reason other than financial hardship, the Association will attempt to determine the cause and, if appropriate, resolve the matter. If no resolution is accomplished, the Finance Committee will make a recommendation for disposition to the Board of Trustees. The Board has the power to revoke membership for nonpayment of dues.

§7.5 Write-Off of Nonpayment of Dues. Any dues waived pursuant to this regulation will be written off in the year incurred, and no effort will be made to charge for or collect the same.

§7.6 Voluntary Withdrawal. Members that have paid their annual dues but subsequently decide to voluntarily withdraw from membership in CHA will not be entitled to a prorated refund of such dues.

§7.7 Dues Nonrefundable. If the Board revokes an entity's membership in CHA as set forth in the Bylaws, such entity shall cease receiving CHA services on the date of revocation. There will be no refund of dues for any entity that has had its membership revoked by the Board.

SECTION 8. MEMBERSHIP ASSEMBLY

§8.1 System Voting. The total number of votes allocated to Health Systems that are Representative Members shall be six hundred twenty-five (625) votes. This pool of votes shall be known as the "proportional voting pool." The votes in this pool shall be allocated to each system by multiplying 625 by the percentage (determined by dividing each system's total operating expenses by the total operating expenses for Health Systems that are Representative Members and rounding to the nearest whole vote). However, each system shall be allocated at least one vote, and if necessary, the total number of votes available for allocation shall be increased accordingly for that year.

§8.2 Annual Adjustments to Proportional Voting Pool. Each year, the Board of Trustees has discretion to adjust the number of votes in the proportional voting pool based on the increase or decrease in the total operating expenses for Health Systems that are Representative Members in the preceding year. After the submission of operating expenses for the calculation of dues, the Corporate Secretary shall make a

recommendation to the Board of Trustees for any increase or decrease in the size of the proportional voting pool.

§8.3 Accredited Individuals and Delegates. To ensure compliance with the Bylaws' provisions regarding voting rights at the Membership Assembly, each Representative Member, after being informed of the number of votes available to it, will be formally requested to appoint its accredited individual and/or its delegates, if any, to cast votes as follows.

- Cast all of its votes acting through its accredited individual;
- Cast all of its votes acting through one or more delegates; or
- Cast all of its votes acting through a combination of its accredited individuals and one (1) or more delegates. In the event that votes are cast pursuant to this section, the accredited individual shall provide notice to the Corporate Secretary before the time of the vote identifying the delegate(s) who will be voting and how many votes shall be cast by each.

§8.4 Classes of Membership. Representative Members and members of the Board of Trustees (which together comprise the Membership Assembly) have the exclusive right to vote on all matters reserved to the members for vote or required to be voted on by members under the Missouri Revised Statutes. Under the Bylaws, matters reserved to the Membership Assembly for vote are: election/removal of the members of the Board of Trustees; election of the Vice Chairperson/Chairperson-Elect; amendment of the Articles of Association and Bylaws; and approval of the Association's dues structure. The Membership Assembly is a different class of membership for purposes of voting, consistent with the requirements of the Missouri Revised Statutes. As a consequence, other classes or categories of membership do not vote on matters reserved to the members for vote.

§8.5 The Catholic Health Assembly. The Association may, at the discretion of, and at intervals deemed appropriate by the President and Chief Executive Officer, conduct a Catholic Health Assembly, involving a program of educational activities based on the needs and concerns of the Catholic health ministry. The yearly meeting of the membership in accordance with the Bylaws shall be held in conjunction with the Catholic Health Assembly, if and when conducted.

§8.5.1 Recognition of Former Chairpersons. At the Catholic Health Assembly, past chairpersons shall be afforded appropriate recognition by being invited to the Board's designated Assembly gathering and by being given badges that recognize their honored positions.

SECTION 9. MISCELLANEOUS

§9.1 Donations, Contributions and Grants.

§9.1.1 Making Donations. The Association is permitted to make donations and contributions in the ordinary course of business without Board of Trustee approval as long as: (i) such expenditures are aligned with the strategic priorities

of CHA; (ii) the recipient's values and purposes are consistent with those of CHA; and (iii) such expenditures are consistent with CHA's exempt status under Section 501(c)(3) of the Internal Revenue Code. Each request for CHA to make a donation or contribution must be evaluated by the Finance Department to be sure it is within budget and resource limitations. Donations or contributions (i) outside the ordinary course of business; (ii) not within budget/resource limitations; and/or (iii) which involve a grant to a third party must be pre-approved by the Board of Trustees. All donations and contributions will be made available for auditor review at fiscal year-end.

§9.1.2 Receipt of Donations. Donations and contributions to the Association will be encouraged so long as they align with the mission and purposes of the Association. Grants may be pursued by the Association for specific projects from appropriate foundations, groups (including government) and individuals.

§9.2 Endorsements. The Association shall not endorse products and services of any organization or firm. Advertisements in the Association's publications shall be such that endorsement will not be inferred.

§9.3 Affiliations. To ensure that members' interests and values as Catholic health care organizations are represented and expressed to certain private and public agencies at the national level, the Association may establish affiliations with appropriate allied or related groups.

§9.4 Relationship with the Church. The Board affirms the importance and value of an effective working relationship and spirit of mutual support between the Association and the Roman Catholic Church as represented by the United States Conference of Catholic Bishops (USCCB) and, as appropriate, the Holy See. To support and strengthen these ecclesial relationships, CHA representatives shall periodically engage in meetings with relevant dicasteries of the Roman Curia. The Executive Committee, acting on behalf of the Board, customarily participates in these visits approximately every two years, with the Board Chair and the President and CEO conducting an interim visit in alternating years. The timing, composition, and agenda for these visits may be adjusted as circumstances within the Holy See or within the Association warrant.

§9.5 Use of Seal. Unless required by law, the corporate seal is not required for the validity of any CHA document.

APPENDIX A: PROTOCOL ON PUBLIC STATEMENTS REGARDING POLICY POSITIONS

(Adopted by the Board of Trustees on February 8, 2013)

PURPOSE OF PROTOCOL

The purpose of this Protocol is to provide guidance to the President and CEO and members of CHA staff under his/her direction regarding communicating policy positions to various external audiences. This includes engaging in dialogue with elected officials, USCCB and other church leaders, coalition partners, the media and others. It also includes making public statements about proposed legislation and regulations.

PROTOCOL

- **Clear and/or Consistent.** If the President and CEO determines that CHA needs to make a public statement on an issue of concern to the ministry and the issue is one on which the Board of Trustees (the “Board”) has approved clear policy or CHA's position will flow naturally from a previously approved position (as determined by the President and CEO), then CHA staff shall have the authority to communicate the Association's position and to take all necessary action consistent therewith.

- **Unclear and/or Sensitive.** If the President and CEO determines that CHA needs to make a public statement on an issue of concern to the ministry and the issue is one on which:
 - (1) CHA does not have clear Board-approved policy; and/or
 - (2) the issue involves significant sensitivity to CHA members, the USCCB or other ministry partners (as determined by the President and CEO)

then CHA staff shall summarize the issue for the Advocacy and Public Policy Committee if it involves a public policy issue, or for the Executive Committee for other issues. Such Committee will then develop a recommendation regarding the issue to be submitted to the Board for review and approval at its next regularly scheduled meeting.

- **Time Sensitive.** If the President and CEO determines that an urgent or time-sensitive situation may fall outside the scope of existing Board-approved policies and, if in the President and CEO's best judgment, the situation permits time for consultation, the President and CEO will:
 - (1) consult first with the Board Chairperson or, If the Chairperson is not available, with the Board Vice Chairperson/Chairperson-elect, before taking making any public statement, or
 - (2) If such consultation is not possible for reasons beyond the President and CEO's control and if the delay could hamper the leadership position and/or best interests of the Association and its members, s/he is empowered to act without consultation, unless there is a disabling conflict of interest. In such case, the President and CEO will inform the Board Chairperson of his/her actions as soon as possible, and the Chairperson will then inform the rest of the Board.

BOARD OF TRUSTEES

Pursuant to Article VI, Section 4 of the CHA Bylaws, the President and CEO is authorized to delegate his/her responsibilities hereunder to the appropriate CHA Vice President as situations warrant.

APPENDIX B: COST OF DUES MEMBERSHIP BY CATEGORY

Representative Membership Dues. These dues are assessed annually and are based on a single dues rate per thousand dollars (\$1,000.00) applicable to the expense base of each Representative Member determined in accordance with Appendix B. The term “expense base” shall mean the Representative Members’ total operating expenses as shown in its most recent audited, consolidated financial statements, or the equivalent, prepared in accordance with the Generally Accepted Accounting Principles (GAAP) available to CHA prior to its assessment of dues each year.

Sponsor Dues. No dues are assessed for sponsors.

International Membership Dues. Dues for international members are four thousand eight hundred and twenty-five dollars (\$4,825.00) per organization per year and payable in US dollars. These dues are evaluated annually and are presented to the Board of Trustees for approval as part of the Operating Budget.

Joint Membership Dues. Dues for joint members are one hundred forty dollars (\$140.00) per organization per year. These dues are evaluated annually and are presented to the Board of Trustees for approval as part of the Operating Budget.

Catholic Ministry Partner Dues. Same as Representative Membership Dues, above.

APPENDIX C:

RESOLUTION OF
THE MEMBERSHIP ASSEMBLY
OF THE
CATHOLIC HEALTH ASSOCIATION OF THE UNITED STATES

WHEREAS, under the dues resolution adopted by the Membership Assembly in June 2020 (the “2020 Dues Resolution”), the CHA Board has had the authority to adjust the dues rate applicable to Representative Members on an annual basis to the lowest rate it deems appropriate to generate the annual aggregate dues revenue required to carry out the CHA FY2021- 2023 Strategic Plan, provided that the Board-approved rate did not exceed the rate applied for FY2020;

WHEREAS, pursuant to the 2020 Dues Resolution, the CHA Board set the dues rate applicable to Representative Members for FY2021, FY2022, and FY2023 at the same level used in FY2020;

WHEREAS, the 2020 Dues Resolution provides that for the dues rate applicable to Representative Members for FY2024 and beyond, the CHA Board of Trustees, upon recommendation of the CHA Finance Committee, will present a new dues resolution for approval by the Membership Assembly pursuant to Article IV, Section 4 of the CHA Bylaws;

WHEREAS, the CHA Board, upon recommendation of the CHA Finance Committee, has adopted the dues resolution set forth below and has submitted such resolution to the Membership Assembly for its approval; and

WHEREAS, the Membership Assembly has determined that the proposed dues resolution of the CHA Board for adjusting the annual dues rate for Representative Members is in the best interest of CHA and its members.

NOW THEREFORE,

IT IS HEREBY RESOLVED BY THE MEMBERSHIP ASSEMBLY THAT, the CHA Board of Trustees is hereby granted the authority to adjust the dues rate applicable to Representative Members for FY2024, FY2025, FY2026 and FY2027 to the lowest rate it deems appropriate to generate the aggregate dues revenue required to develop and carry out the FY2025-2027 CHA Strategic Plan, provided that the Board-approved rate does not exceed the rate applied for FY2023; and

IT IS HEREBY FURTHER RESOLVED THAT, for the dues rate applicable to Representative Members for FY2028 and beyond, the CHA Board of Trustees, upon recommendation of the CHA Finance Committee, will present a new dues resolution for approval by the Membership Assembly pursuant to Article IV, Section 4 of the CHA Bylaws.

RESOLUTION OF
THE MEMBERSHIP ASSEMBLY
OF THE
CATHOLIC HEALTH ASSOCIATION OF THE UNITED STATES

WHEREAS, under an amendment to CHA's Bylaws approved by the Membership Assembly at its June 6, 2022 meeting, Catholic Ministry Partner Members were removed from the definition of Representative Members and were instead instituted as a new membership category beginning on July 1, 2023.

WHEREAS, pursuant to CHA's Bylaws, Section 4: Dues, "Dues for all categories of membership shall be determined pursuant to a resolution of the Board of Trustees and approved by the Membership Assembly", a resolution establishing the dues for this new category of membership is required for fiscal years beginning on or after July 1, 2023.

WHEREAS, As part of a greater effort to evaluate the value and cost of providing services to non-Representative Members and to grant flexibility to the pricing of dues for these members, the CHA Board, upon recommendation of the CHA Finance Committee, has adopted the dues resolution set forth below and has submitted such resolution to the Membership Assembly for its approval; and

WHEREAS, the Membership Assembly has determined that the proposed dues resolution of the CHA Board for adjusting the annual dues rate for Catholic Ministry Partner Members is in the best interest of CHA and its members.

NOW THEREFORE,

IT IS HEREBY RESOLVED BY THE MEMBERSHIP ASSEMBLY THAT the CHA Board of Trustees be granted the authority to annually set the dues rate applicable to Catholic Ministry Partner Members for FY24 and beyond.

IN WITNESS WHEREOF, I, Catherine A. Hurley, Corporate Secretary of the Catholic Health Association of the United States, do hereby certify that the foregoing are a true and correct copies of Resolutions duly adopted by the CHA Membership Assembly, at a meeting duly held on June 12, 2023.