

Bylaws of the Catholic Health Association of the United States

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ARTICLE I. NAME AND PRUPOSES

Section 1: Name.

The name and title of this Corporation is “The Catholic Health Association of the United States,” (hereinafter referred to as “Association”).

Section 2. Purposes.

The purposes of the Association shall be:

To assist its members, through education, facilitation and advocacy, to advance the mission of the Catholic Church through the ministry of providing optimal health services and programs to the people and communities they serve;

To effectuate the Association's statements regarding belief, mission, desired future, program directions, and policies as they may be defined from time to time by the Board of Trustees; and

To promote and conduct all other activities and purposes as are not inconsistent with applicable federal and state laws, the Articles of Association, and the Bylaws of the Association.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association shall be in the City or County of St. Louis, Missouri.

ARTICLE III. RELATIONSHIP WITH THE UNITED STATES CONFERENCE OF CATHOLIC BISHOPS (USCCB)

The Association shall maintain liaison and confer with the USCCB in those matters pertaining to religious and moral practice. Generally, the Association shall collaborate with the USCCB and participate in the identification, definition, and articulation of positions relative to public policy of concern to the Catholic Church.

ARTICLE IV. MEMBERSHIP

Section 1: Definitions.

The terms listed in this section has the meanings indicated when used throughout these Bylaws:

- A. “Applicable Diocesan Bishop” means the bishop with competent ecclesiastical authority with respect to an entity.
- B. “Approved as Catholic” means that the Applicable Diocesan Bishop has approved an entity as Catholic. An entity’s listing in the Official Catholic Directory is prima facie evidence of the Applicable Diocesan Bishop’s approval. It is the role of the Applicable Diocesan Bishop, and not the role of the Board of Trustees, to determine whether an entity in his diocese is Catholic.

- C. “Control” means the direct or indirect authority to prescribe or direct the mission, policies, management or operations of an entity. The word “control” includes the terms “controlling”, “controlled by” and “under common control with.”
- D. “Canonical Juridic Person” means an entity created under the canon law of the Roman Catholic Church which comes into existence either by virtue of the canon law itself or by decree of a competent ecclesiastical authority.
- E. “Catholic Ministry Partner” means an entity that is (1) Approved as Catholic; and (2) has a strong connection to, but is not involved in, the direct delivery of health services. Catholic colleges and universities (or departments thereof) involved in health education and state Catholic health associations are examples of entities eligible to apply for membership as a Catholic Ministry Partner.
- F. “Direct delivery of health services” means direct participation in the prevention, and treatment of illness and the preservation of mental and physical well-being. Although entities such as insurance companies, IT companies and vendors of products and services may be involved in the direct delivery of health services, such entities are not eligible for Representative Membership.
- G. “Freestanding Entity” means an entity that (1) is not part of a Health System that is a Representative Member; and (2) is involved in the direct delivery of health services.
- H. “Health System” means a group of entities involved in the direct delivery of health services that are directly or indirectly controlled by a common entity.
- I. “Recommended for membership” means that an Applicable Diocesan Bishop or a Canonical Juridic Person, acting through an authorized signatory, has attested in writing that the entity applying for Representative Membership promotes, embraces and fosters the mission, purposes, and values of the Association, including the principles of Catholic social and moral teaching.
- J. “Sponsor” means a religious institute, diocese or other Canonical Juridic Person that has sufficient authority to cause its sponsored entities to promote, embrace and foster the mission, purposes, and values of the Association, including the principles of Catholic social and moral teaching.

Section 2: Categories of Membership

- A. *Representative Member.* To be eligible to be a Representative Member of the Association, an entity must
 - 1. be:
 - a) a Health System or Freestanding Entity; or
 - b) a Sponsor; or
 - c) a Catholic Ministry Partner; and

2. be:
 - a) Approved as Catholic; or
 - b) Recommended for membership by the Applicable Diocesan Bishop; or
 - c) Recommended for membership by a Canonical Juridic Person, after dialogue with the Applicable Diocesan Bishop; and
 3. be located in the United States; and
 4. promote, embrace and foster the mission, purposes, and values of the Association, including the principles of Catholic social and moral teaching.
- B. *System Participant Member.* To be eligible to be a System Participant Member of the Association, an entity must:
1. be controlled by a Health System or Freestanding Entity that is a Representative Member; and
 2. promote, embrace and foster the mission, purposes, and values of the Association, including the principles of Catholic social and moral teaching.
- C. *International Member.* To be eligible to be an International Member of the Association, an entity must:
1. be a non-U.S. Health System, Freestanding Entity, Sponsor or Catholic Ministry Partner that is not controlled by a Representative Member;
 2. be Approved as Catholic; and
 3. promote, embrace and foster the mission, purposes, and values of the Association, including the principles of Catholic social and moral teaching.
- D. *Joint Member.* To be eligible to be a Joint Member of the Association, an entity must:
1. be a member of a national membership organization with which the Association has a joint membership agreement;
 2. be Approved as Catholic;
 3. be involved in the direct delivery of health services as other than a licensed acute care hospital;
 4. not be controlled by a Representative Member; and
 5. promote, embrace and foster the mission, purposes, and values of the Association, including the principles of Catholic social and moral teaching.

Section 3. Membership Process

A. *Application for Membership.* An entity desiring to be a Representative Member (other than a Sponsor), an International Member or a Joint Member of the Association shall complete a written application demonstrating its eligibility according to the qualifications required of the category for which the application is made. Such application shall include a statement that the applicant is willing to accept and abide by the Articles and Bylaws of the Association and that it is committed to promoting, embracing and fostering the mission, purposes, and values of the Association, including the principles of Catholic social and moral teaching. Where applicable, an application for Representative Membership shall be accompanied by a written document demonstrating that such applicant has been recommended for membership.

B. *Board of Trustees Approval of Membership.*

1. All members of the Association must be approved by the Board of Trustees. The Board of Trustees may deny the application of any entity it determines, in its sole discretion, does not meet the eligibility requirements for membership.
2. An entity will be deemed to have been approved by the Board of Trustees to be a System Participant Member if it meets the requirements under Generally Accepted Accounting Principles (GAAP) for its operating expenses to be included in the consolidated audited financial statements of a Representative Member (other than a Sponsor); provided, however, that the Board of Trustees reserves the right at any time to determine, in its sole discretion, if an entity meets the requirements to be a System Participant Member.
3. A Sponsor will be deemed to have been approved by the Board of Trustees to be a Representative Member for as long as at least one of its sponsored ministries is a member of the Association.

C. *Rights of Members.* Members in each of the categories described in Section 2 above shall participate in the affairs of the Association in the manner provided in these Bylaws.

D. *Revocation of Membership.*

1. The Board of Trustees may reevaluate the qualifications of any member at any time if given cause to believe that the member may no longer meet the requirements for membership.
2. The party that recommended an entity for membership in accordance with these Bylaws may at any time withdraw such recommendation by notifying the Association's Corporate Secretary in writing.
3. The Board of Trustees shall have the right, in its sole discretion, to revoke the membership of any member that it determines (a) no longer meets the qualifications for membership; or (b) has not paid its annual membership dues in a timely manner.
4. The Board shall not revoke a members' membership without providing at least fifteen (15) days' prior written notice of the revocation and the reasons therefor and shall provide the

opportunity for the member to be heard, orally or in writing, not less than five (5) days before the Board of Trustees will decide whether to revoke such membership.

Section 4: Dues.

Dues for all categories of membership shall be as determined pursuant to a resolution of the Board of Trustees and approved by the Membership Assembly.

Section 5: Regulations.

The Board of Trustees shall have authority from time to time to codify its procedures and these Bylaws, and the procedures of the Association, through the issuance and revision of Administrative Regulations, so long as the same are in conformity with the laws of the State of Missouri and are not inconsistent with these Bylaws, or any amendments hereto, or the Articles of Association, or any amendments thereto.

ARTICLE V. THE BOARD OF TRUSTEES

Section 1: General Powers.

The management and the control of the affairs, business, and property of the Association shall be vested solely in and exercised solely by the Board of Trustees, which shall be composed of not more than twenty-five (25), but no less than twenty (20) persons, which Board of Trustees shall be vested with and exercise all the powers and authority necessary and expedient for the conduct and operation of the Association, including, but not being limited to, the power to appoint all necessary agents and administrative officers; to borrow money; to purchase any property for the Association, real or personal; to sell or lease any property of the Association; to establish and to dissolve conferences, councils, and committees; to approve, or disapprove, acts of conferences, councils, committees, and officers; and in general to do and perform all other acts usual, necessary, and incidental to the management of the affairs of the Association, subject to the Articles of Association, the Certificate of Incorporation, the laws of the State of Missouri, and not inconsistent with any express provision of these Bylaws.

Section 2: Members.

The following shall be members of the Board of Trustees:

- A. *Ex-Officio Trustees.* The Chairperson of the Board of Trustees, the Speaker of the Membership Assembly (Immediate Past-Chairperson), the President, and the Vice Chairperson (Chairperson-elect).
- B. *Elected Trustees.* The Board shall be comprised of individuals who collectively have the ability to advance the healing mission of Jesus Christ. The Board shall be a community in support of the Catholic health ministry, and the composition of the Board shall be competency-based.

Other persons, who shall not be members of the Board of Trustees, may be invited by the Board as consultants or participating observers.

Section 3: Election of Trustees and Term.

Elected Trustees shall be elected at the annual meeting of the Membership Assembly to succeed the Elected Trustees whose terms then expire or to fill any vacancy occurring on the Board for whatever reason. The affirmative vote of a majority of the votes cast at a meeting of the Membership Assembly at which a quorum is present shall be required to elect Elected Trustees.

All Elected Trustees shall be elected to serve a term of three (3) years and until their successors have been duly elected and qualified. Ordinarily, an Elected Trustee may serve no more than two (2) consecutive three (3)-year terms. However, if the Governance Committee determines that it is in the best interest of the Association, an individual who has previously served two consecutive three-year terms on the Board shall be eligible for re-election. The term limit applicable to Elected Trustees shall not preclude an Elected Trustee from subsequently serving as an Ex-Officio Trustee.

Section 4: Meetings.

- A. *Regular Meetings.* At least four (4) regular meetings of the Board of Trustees shall be held each year at such time and place, either within or outside the State of Missouri, as the Board may provide by resolution, with notice of such resolution to all members.
- B. *Special Meetings.* Special meetings of the Board of Trustees may be called by the Chairperson of the Board on five (5) days notice in writing by mail, or on two (2) days notice by telecopier, electronic mail, or similar means to every trustee, and shall be called by such Chairperson or the Corporate Secretary in like manner and on like notice on the written request of three (3) Trustees. Special meetings of the Board may be held, at any place in the Continental United States, either within or without the State of Missouri, at such place as is stated in the notice thereof, which notice shall specify the purpose of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telecopier, electronic mail, or similar means such notice shall be deemed to be delivered when properly addressed and transmitted by such technology. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened.
- C. *Quorum.* A majority of the Board of Trustees entitled to vote shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present, and entitled to vote, shall be the act of the Board.
- D. *Miscellaneous.* Any meeting of the Board of Trustees shall be a legal meeting, without any notice having been given, if attended by all members of the Board, and any business may be transacted at such meeting

Section 5: Vacancies.

In case of resignation, disqualification, or death of a member of the Board of Trustees, a majority of the remaining Board members may select a person from a slate of nominees submitted by the Governance

Committee to fill the said vacancy until the next annual meeting of the Membership Assembly or the Board may defer the filling of said vacancy until the next election at the annual meeting of the Membership Assembly. Service by a person selected by the Board to fill a vacancy shall not be counted against the two-term limit of *Article V, Section 3*.

Section 6: Absences from Regular Meetings.

In the event a Trustee is absent from two (2) consecutive Regular Meetings or a majority of the Regular Meetings in any Fiscal Year, such Trustee shall be deemed to have offered his/her resignation to the Board. The Chairperson of the Board of Trustees, with the advice of the Governance Committee, shall then make a recommendation to the Board to accept or decline such Trustee's resignation based on the facts and circumstances surrounding the absences.

ARTICLE VI. OFFICERS

Section 1: Number and Election.

The Officers of the Association shall be: A Chairperson of the Board of Trustees, a President, a Vice Chairperson of the Board of Trustees (who shall be the Chairperson-elect), a Speaker of the Membership Assembly (Immediate Past-Chairperson), a Corporate Secretary (who need not be a Trustee), and a Corporate Treasurer (who need not be a Trustee). The Vice Chairperson, who shall assume the office of Chairperson and then the office of Speaker of the Membership Assembly as set forth in Section 2 below, shall be elected by the Membership Assembly. The President, the Corporate Secretary, and the Corporate Treasurer shall be appointed by the Board of Trustees to serve at the will of the Board. The Board may, from time to time, designate one or more persons, who need not be Trustees, to be an Assistant Corporate Secretary or Assistant Corporate Treasurer.

Section 2: Term of Office.

The Chairperson of the Board, the Speaker of the Membership Assembly, and the Vice Chairperson (Chairperson-elect) of the Board shall each serve a one (1)-year term. If such one (1)-year term as Vice Chairperson (Chairperson-elect) commences after the first or second year of an Officer's first term as an Elected Trustee, such Officer may, at the discretion of the Governance Committee, resume his or her service as an Elected Trustee at the end of his or her one (1)-year term as Speaker of the Membership Assembly (Immediate Past-Chairperson), provided that such individual's aggregate term as Elected Trustee and as Officer is no more than six (6) consecutive years. The Vice Chairperson (Chairperson-elect) shall assume the office of Chairperson of the Board at the final session of the annual meeting of the Membership Assembly next following the annual meeting at which he or she is elected Vice Chairperson (Chairperson-elect). The Chairperson of the Board shall assume the office of the Speaker of the Membership Assembly (Immediate Past-Chairperson) at the final session of the second annual meeting of the Membership Assembly following the annual meeting at which he or she is elected Vice Chairperson. Each officer shall hold office until a successor shall have been duly elected or appointed and shall have

qualified, or until the death, resignation, or removal of such officer. No individual may serve as Vice Chairperson (Chairperson-elect), Chairperson, or Speaker of the Membership Assembly more than once

Section 3: Vacancies

A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the term.

Section 4: Duties

- A. Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and shall perform such further duties as may be prescribed by the Board of Trustees.
- B. President. Under the direction of the Board of Trustees, the President shall be the chief executive officer of the Association; shall carry on regular programs of activities and generally supervise, control and be responsible for the business affairs, administration, and management of the Association and its staff in all its phases; shall execute all policies and projects connected therewith, and may delegate to any person or persons such responsibility; and shall perform such further duties as may be prescribed by the Board of Trustees.
- C. Vice Chairperson. The Vice Chairperson of the Board of Trustees shall perform the duties of the Chairperson in the case of his or her absence, sickness, or disability, and in general shall perform such further duties as may be prescribed by the Board of Trustees. The Vice Chairperson shall be an ex-officio voting member of the Governance Committee.
- D. Immediate Past-Chairperson. The Immediate Past-Chairperson of the Board of Trustees shall be the Speaker of the Membership Assembly, shall preside at all meetings of the Membership Assembly, and shall perform such further duties as may be prescribed by the Board of Trustees.
- E. Corporate Secretary. The Corporate Secretary shall be the custodian of the corporate seal, shall have authority to attest the execution of all deeds or other instruments affecting the title to real estate and other documents, execution of which on behalf of the Association is duly authorized, shall record minutes of meetings of the Board and shall perform such further duties as may be prescribed by the Board of Trustees. The Corporate Secretary need not be a member of the Board of Trustees.
- F. Corporate Treasurer. The Corporate Treasurer shall be responsible for all funds and investments of the Association, for establishing depositories for funds of the Association, for disbursing such funds for Association purposes, for making proper accounts of such funds, for rendering statements of all such transactions and of the financial condition of the Association, as required by the Board of Directors or appropriate Committees and shall perform such further duties as may be prescribed by the Board of Trustees. The Corporate Treasurer need not be a member of the Board of Trustees.

Section 5: Removal

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII. MEMBERSHIP ASSEMBLY

Section 1: Voting Rights

A. *Composition of Membership Assembly.* There is hereby constituted a Membership Assembly, which shall have the exclusive right to vote on all matters reserved to the members for vote. The members of the Membership Assembly shall consist of:

1. One (1) Accredited Individual from each Representative Member in good standing;
2. Those Delegates, if any, that have each been appointed by a Representative Member pursuant to
3. Section (1)(D)(2) of this Article; and
4. The members of the Board of Trustees.

Representative Members (acting through their Accredited Individuals and Delegates, if any) and the members of the Board of Trustees are the only categories of members entitled to vote on matters reserved to the members for vote.

B. *Accredited Individuals.* A Representative Member's Chief Executive Officer, President, Diocesan Bishop, Major Superior, Congregational Leader, or other individual elected or appointed to lead and administer a Sponsor or other entity shall be considered the Accredited Individual unless the Representative Member appoints another person to act on behalf of the said Representative Member and provides authority therefor in writing to the Corporate Secretary of the Association.

C. *Delegates.* If a Representative Member is provided with more than one vote through the voting methodology authorized in *Section 2* of this Article, the Representative Member may (but shall not be required to) appoint one or more Delegates to cast one or more votes allocated to it.

D. *Voting Procedure.*

1. Each Representative Member with only one (1) vote shall cast such vote acting through its Accredited Individual.
2. Each Representative Member that is provided with more than one (1) vote through the voting methodology authorized in Section 2 of the Article shall:
 - a) Cast all of its votes acting through its Accredited individual;
 - b) Cast all of its votes acting through one or more Delegates; or

- c) (Cast all of its votes acting through a combination of its Accredited Individual and one (1) or more Delegates. In the event that votes are cast pursuant to clauses (b) or (c), the Accredited Individual shall provide notice to the Corporate Secretary of the Association before the time of the vote identifying the Delegate(s) who will be voting and how many votes shall be cast by each.
3. Each member of the Board of Trustees shall be entitled to cast one (1) vote by virtue of such capacity.
4. There shall be no votes by proxy.
5. Representative Members, through their Accredited Individuals or Delegates, and members of the Board of Trustees, may participate in the Annual Meeting or in any Special Meeting of the Membership Assembly by means of audio, video, or web conferencing technology or any other electronic medium in which participants may both transmit and receive contemporaneous interactive communications to the extent permitted by Missouri law. Participating in a meeting by such means constitutes in-person presence at the meeting to the extent permitted by Missouri law. Representative Members, through their Accredited Individuals or Delegates, and members of the Board of Trustees, may vote electronically on any matter before them during such meeting by such verifiable electronic voting methods as are made available by the Association, including but not limited to email ballot or other reliable and verifiable real-time electronic voting method.

Section 2: Number of Votes

- A. *Sponsors and Freestanding Entities.* Each Representative Member that is not a Health System shall be entitled to one vote to be cast by the Accredited Individual for that Representative Member.
- B. *System Voting.* The total number of votes available for allocation to Health Systems that are Representative Members shall be six hundred twenty-five (625) in the year of implementation (“the proportional voting pool”). In succeeding years, the Board of Trustees may adjust the proportional voting pool in accordance with the percentage increase or decrease of total operating expenses for Health Systems that are Representative Members in the preceding year. Each year, the Corporate Secretary shall allocate to each Health System that is a Representative Member its pro rata number of whole votes by comparing each Health System’s total operating expenses with the total operating expenses of Health Systems that are Representative Members. However, each of these Representative Members shall be allocated at least one vote; and, if necessary, the total number of votes available for allocation to Health Systems shall be increased accordingly for that year. “Total operating expenses” for a Health System shall be the total operating expenses as presented in the System’s latest consolidated audited financial statements, or the equivalent, prepared in accordance with GAAP, available before the allocation of votes each year, with such adjustments as the Board of Trustees deems appropriate in the Administrative Regulations.

Section 3: Meetings

- A. *Annual Meeting.* The Membership Assembly shall hold its annual meeting each year at the time and place of the Catholic Health Assembly, or at such other time and place and in such manner as may be determined by the Board of Trustees, for the conduct of such business as may properly come before said meeting.
- B. *Special Meetings.* Special meetings of the Membership Assembly may be called by the Board of Trustees, or by the written request (which may be submitted electronically to the Corporate Secretary by email) of Accredited Individuals representing Representative Members having five percent (5 %) of the votes entitled to be cast at a meeting of the Membership Assembly. Such meetings shall be held at the principal office of the Association, or at such other time and place and in such manner as the Board of Trustees may select, and after thirty (30) days' written notice to each Representative Member and each member of the Board of Trustees of the time, place, manner, and purpose thereof.
- C. *Quorum and Action.* At any meeting of the Membership Assembly, a quorum shall consist of ten percent (10%) of the votes entitled to be cast pursuant to this Article VII. Except as otherwise provided in these Bylaws, the Articles of Association or the laws of the State of Missouri, the affirmative vote of a majority of the votes cast at a meeting of the Membership Assembly at which a quorum is present shall be required to approve any election or other action voted on at such meeting.
- D. *Miscellaneous.* Notice to an Accredited Individual under these Bylaws shall be deemed notice to such Accredited Individual's Representative Member and to any Delegates appointed by such Representative Member. At all meetings of the Membership Assembly, the Speaker of the Membership Assembly, or, in his or her absence, the Vice Chairperson of the Board of Trustees, shall preside. In addition to the duties and responsibilities as may be assigned to it by the Articles of Association, the laws of the State of Missouri, and these Bylaws, the Membership Assembly may suggest to the Board of Trustees matters pertaining to the approval and change of policies for the Association.

ARTICLE VIII. COMMITTEES

Section 1: Executive Committee.

There is hereby constituted an Executive Committee, which shall consist of the Chairperson of the Board of Trustees, the President, the Vice Chairperson of the Board of Trustees, the Speaker of the Membership Assembly, the Chairperson of the Finance Committee, and two at-large members of the Board of Trustees to be appointed by the Board upon nomination by the Board Chairperson. The at-large members shall be elected to the Executive Committee for terms of one year. The Executive Committee shall possess and exercise all the powers of the Board of Trustees during the intervals between the meetings of the Board. Actions taken by the Executive Committee shall be reported at the next regular meeting of the Board of Trustees.

Section 2: Standing Committees.

- A. *Governance Committee*

1. **Composition.** The Governance Committee shall be comprised of nine (9) voting members: the Vice Chairperson, four (4) additional Board members, and four (4) individuals who are not members of the Board. The members of the Committee shall be appointed by the Board upon nomination by the Board Chairperson and the Committee Chairperson shall be a member of the Board. The President shall be an ex-officio member of the Committee without vote.
2. **Duties.** The Governance Committee shall assist the Board in ensuring sound corporate governance. The Committee shall be responsible for:
 - a) developing and recommending to the Board competency-based criteria for the composition of the Board;
 - b) recommending to the Membership Assembly candidates who meet the Board-approved competency-based criteria for election and re-election as Elected Trustees;
 - c) recommending to the Membership Assembly a candidate for Vice Chairperson (Chairperson- elect);
 - d) advising the Board Chairperson with respect to a Trustee's absence from the required number of Regular Meetings;
 - e) overseeing Board orientation, development, assessment and education;
 - f) recommending to the Board revisions to the Association's governing documents; and
 - g) recommending to the Board applicants to become members of the Association.

The Committee shall perform such other functions as directed and approved by the Board of Trustees and shall provide regular reports to the Board of Trustees regarding the fulfillment of the Committee's responsibilities hereunder.

3. The Governance Committee shall request from the Representative Membership, and other appropriate and reliable sources, the names of persons who meet the Board-approved competency-based criteria for consideration as candidates for the Board.

B. Finance Committee

1. **Composition.** The Finance Committee shall be comprised of seven (7) members, at least four (4) of whom, including the Chairperson of the Committee, shall be members of the Board of Trustees.
2. **Duties.** The Finance Committee shall have the following review responsibilities and shall advise the Board of Trustees in connection with:
 - a) the oversight of financial results, including review of interim financial statements and variances;

- b) the oversight of membership dues collection and making recommendations to the Board on dues waiver applications;
- c) review of long-range financial plans and annual operating and capital budgets;
- d) the oversight of investment activities, including portfolio performance, and compliance with the Association's investment policies; and
- e) oversight of retirement plan investments.

The Committee shall perform such other functions as directed and approved by the Board of Trustees

- 3. The Committee shall provide regular reports to the Board of Trustees regarding the fulfillment of the Committee's responsibilities hereunder.

C. Audit and Compliance Committee

- 1. **Composition.** The Audit and Compliance Committee shall be composed of five (5) members, all of whom shall be members of the Board of Trustees, none of whom shall be an employee of the Association, and at least one (1) of whom shall be sufficiently experienced in financial matters. The members of the Committee shall be appointed by the Board upon nomination by the Board Chairperson. The Committee shall have the right to engage independent consultants to provide additional financial expertise and assist the Committee with its responsibilities hereunder to the extent the Committee deems such is necessary and appropriate.
- 2. **Duties.** The Committee is hereby delegated the responsibility to oversee the Association's accounting and reporting processes, including, but not limited to, its accounting policies, practices and internal controls, and shall be responsible for hiring, supervising and dismissing the Association's independent auditors and reviewing and approving such auditors' annual report. The Committee also shall approve all non-audit services proposed to be provided to the Association by the Association's auditors. The Committee also shall be responsible for oversight of the Association's Compliance Program. The Committee shall perform such other functions as directed and approved by the Board of Trustees. The Committee shall provide regular reports to the Board of Trustees regarding the fulfillment of the Committee's responsibilities hereunder.

D. Advocacy and Public Policy

- 1. **Composition.** The Advocacy and Public Policy Committee shall be comprised of between nine (9) and seventeen (17) members, at least four (4) of whom, including the Chairperson of the Committee, shall be members of the Board of Trustees.
- 2. **Duties.** The Committee shall make recommendations to the Board regarding legislative issues of concern to the Catholic health ministry and shall perform such other functions as directed and approved by the Board of Trustees.

Section 3: Special Committees.

The Board of Trustees may establish such other committees as it may determine from time to time. Each committee shall be advisory to the Board, and its responsibilities, composition, tenure (including that of the members), and other matters pertaining thereto shall be as set forth by resolution of the Board.

Section 4: Appointments.

Except as is otherwise provided in these Bylaws, the Chairperson of the Board of Trustees shall appoint the Chairperson and members of all board standing and board special committees.

Section 5: Vacancies.

Except as is otherwise provided in these Bylaws, the Chairperson of the Board of Trustees shall fill vacancies on all board standing and board special committees.

ARTICLE IX. INDEMNIFICATION OF TRUSTEES AND OFFICERS

Except to the extent prohibited by then applicable law, this Association shall reimburse, indemnify, and hold harmless the present and future Trustees, Officers, and members of each committee of this Association from and against all loss, cost, liability, and expense which may be imposed upon or reasonably incurred by them, including cost of defense and reasonable settlement payments, in connection with any claim, action, suit, or proceeding, or threat thereof, made or instituted, in which they may be involved or be made a party by reason of their being or having been a Trustee, Officer, or committee member, or by reason of any action alleged to have been taken or omitted by them in such capacity if a disinterested majority of the Trustees of this Association (or, if a majority of the Trustees is not disinterested, then independent legal counsel) determines in good faith that such persons were acting in good faith:

- Within what they reasonably believed to be the scope of their authority or employment; and
- For a purpose which they reasonably believed to be in the best interest of the Association.

The right of indemnification provided in this Section shall inure to the Trustees, Officers, and committee members referred to in this Section, whether or not the claim asserted against them is based on matters which arose in whole or in part prior to the adoption of this Section and in the event of death shall extend to the person's legal representatives. The right of indemnification provided in this Section shall not be exclusive of any other rights to which any such persons, or any other individual may be entitled as a matter of law, or under any agreement or vote of members or otherwise.

ARTICLE X. PARLIAMENTARY PROCEDURE

Robert's Rules of Order (revised) shall govern all meetings of the Association and its various committees, except as is otherwise provided for in these Bylaws.

ARTICLE XI. SEAL AND MOTTO

The Seal of this Association shall be in the form of a circle with the words “The Catholic Health Association of the United States” inscribed in the outer band and having in its center a shield, the background of which is the cross of the Knights of St. John or Knights Hospitallers. Behind the cross are two caducei: one symbolizing the science of medicine and the other the science of nursing, representing two forms of professional service rendered by a hospital. In the fields which constitute the beams and crossbeams of the cross are four symbols as follows in clockwise order beginning at the top: The heart, as a symbol of living and self-sacrificing service; the lamp, as a symbol of penetrating and progressive research; the book, as a symbol of deep and exacting learning; and the shell, as a symbol of generous and open hospitality.

Included in the seal of this Association is its motto “CARITAS CHRISTI URGET NOS” — “The Love of Christ Impels Us.” (2 Cor. 5:14)

An impression of said seal is hereto affixed and impressed, and said seal is the seal adopted by this Association.



ARTICLE XII. AMENDMENTS

These Bylaws may be added to, amended, repealed, modified, or changed in whole or in part at any annual or special meeting of the Membership Assembly by the affirmative vote of two-thirds ($\frac{2}{3}$) of the votes cast at the meeting of the Membership Assembly at which a quorum is present; provided, however, that a copy of any such proposed amendment, repeal, modification, or change in these Bylaws shall be given each Representative Member and member of the Board of trustees, in writing, not less than thirty (30) days before the meeting of the Membership Assembly at which such amendment, repeal, modification, or change is to be voted upon.

Approved by Membership Assembly on June 11, 2021
Effective on July 1, 2021