

October 5, 2022

Dear Friends in Christ:

Those of you who attended the 2021 Annual Conference & General Assembly may recall that a significant goal of the CBA Board of Directors was to undertake a substantial revision of the CBA Bylaws for the first time in its seven-year history. The purposes of this revision were to harmonize the CBA's principal governance document with the CBA's operational experience, to raise the profile and influence of the CBA's Local Affiliates within the CBA, and to poise the CBA and its network of Local Affiliates for even greater growth and success in the future. For your ease of reference, we have provided this document in **REDLINE** format, representing a comparison of the current Bylaws with the proposed amendments and a **CLEAN** version, representing the final work product.

Preparation of the attached document entailed the following:

- 1) Initial drafting by a Committee consisting of the current President, the Vice-President, and the CBA's Administrative Assistant;
- 2) Preparation of 10 Committee Drafts before submission for the Board of Directors review and consideration;
- 3) 3 rounds of review by the Board;
- 4) Discussion at the September Board of Directors meeting;
- 5) Review of the proposed revisions in light of the Catholic Medical Association's Bylaws (the document on which the CBA's Bylaws were originally based); and
- 6) Preparation of 3 additional drafts in light of all the preceding;

While we commend the Bylaws to your line-by-line review, you may find the following observations useful:

LOCAL AFFILIATES

A vigorous network of Local Affiliates, who view themselves as an integral part of the CBA, is essential to achievement of the CBA's mission. Accordingly, pursuant to the Board's discussions at its Retreat in February 2022, the proposed modifications seek to increase the profile, cohesion, and authority of the Local Affiliates, to wit:

- 1) The 6-member requirement is eliminated. Local Affiliates will pay dues instead. Since the Board sets the dues, they can be scalable to the size of the Affiliate, and they will be less costly than the current *de facto* \$600 minimum. For certain functions, however, CBA Membership will remain indispensable.
- 2) Members of Local Affiliates will receive a discount on their CBA Membership dues.
- 3) The Local Affiliates will have their own Standing Committee within the CBA, which, as demonstrated below, will have real influence.
- 4) The Local Affiliates, as such, will have 3 seats on the Board.
- 5) The Local Affiliates will have the principal right, subject to confirmation by the Nominating Committee and election by the General Assembly, to select the Local Affiliate Board Members.

The proposed modifications should accomplish the following:

- 1) *Via* the Local Affiliates Committee, give the Local Affiliates, as such, an outlet for discussion, complaint, fellowship, and making concrete recommendations to the CBA.
- 2) *Via* the Local Affiliate Directors, give the Local Affiliates actual power and authority within the CBA.
- 3) Give the CBA and the Local Affiliates an opportunity to identify and nurture talent, service and advocacy opportunities, and personal connections necessary to accomplishment of their mutual mission.
- 4) Incentivize Local Affiliate Membership.
- 5) Encourage the formation of new Local Affiliates and the affiliation of existing guilds with the CBA.

COMMITTEES

In addition to establishing the Local Affiliates Committee, the attached draft clarifies the classification, composition, and governance of other CBA committees. As a general proposition, the new provisions comport with CBA committees' actual, as opposed to theoretical, practices. In particular, they formally grant committee chairs (as opposed to the Board) greater discretion with respect to the composition of their committees.

OFFICERS

Formalizes the current informal progression from Vice President to President to Immediate Past President into a more formal three-year cycle. The office of Vice President is renamed as President-Elect for this purpose, and the Immediate Past President's role is better defined. This is a model has been used successfully in numerous other organizations. In this regard, the role of the Executive Committee is enhanced slightly so as to better represent the Board in presidential decision-making and to exercise broader judgment as to discerning matters that must be referred to the Board as a whole.

MISCELLANEOUS

Simplifies Board votes without a meeting and authorization to sign contracts. Eliminates the Lawmaker Membership category. Catholic Attorney Members in attendance at the General Assembly would be made representatives to the General Assembly in their own right, without any other predicate. The General Assembly quorum requirement is modified in light of Catholic Attorney Members' inclusion as representatives in their own right. Finally, to ensure the CBA's ability to make necessary changes to its principal governance document in a timely fashion, the Board is authorized to amend the Bylaws pursuant to a three-fourths vote of the Directors. The General Assembly retains a concurrent right to amend the Bylaws, and an exclusive right to modify the CBA's Certificate of Formation, pursuant to a two-thirds vote.

The Amended and Restated Bylaws will be submitted for a vote of the General Assembly on Saturday, October 15, 2022.