

REGIONAL TRANSIT ISSUE PAPER

Agenda Item No.	Board Meeting Date	Open/Closed Session	Information/Action Item	Issue Date
15	12/13/17	Retirement	Action	11/29/17

Subject: Selection of Common Chair, Common Vice Chair and Assistant Secretary (ALL). (Weekly)

ISSUE

Selection of a Common Chair, Common Vice Chair and Assistant Secretary .

RECOMMENDED ACTION

Adopt Resolution 17-12-____, Selecting a Common Chair, Common Vice Chair and Assistant Secretary.

FISCAL IMPACT

There is no fiscal impact associated with this item.

DISCUSSION

On January 12, 2004, the Sacramento Regional Transit (RT) Governing Board established five separate Retirement Boards to conduct business related to RT's Retirement Plans on behalf of their members. Each of the five Retirement Boards have three officer positions: Chair, Vice Chair and Secretary. This structure remains in effect and serves the Boards well. In many circumstances, the five Boards meet together in common, joint meetings. To ensure the orderly and efficient manner of all Retirement Board meetings, as well as to ensure continuity in execution of the business of the Boards, each of the five Boards has collectively selected a Common Chair and Common Vice Chair to preside over all regular and special Board meetings for so long as the Common Chair and Common Vice Chair agree to perform such duties, and for so long as each Board continues to agree on such selection.

The Boards also have chosen to elect the same Assistant Secretary to assist with the performance of the duties of the Secretaries of each Board. This office has been filled by a member of the RT staff with a primary responsibility for administration of the Plans and facilitating the Boards' quarterly and special meetings. Due to staff responsibility adjustments, it is requested that the Boards to appoint a new Assistant Secretary.

Staff recommends that each Board take the following actions:

Approved: _____ Presented: _____

FINAL

Treasury Controller

Pension and Retiree Services Administrator

REGIONAL TRANSIT ISSUE PAPER

Agenda Item No.	Board Meeting Date	Open/Closed Session	Information/Action Item	Issue Date
15	12/13/17	Retirement	Action	11/29/17

Subject: Selection of Common Chair, Common Vice Chair and Assistant Secretary (ALL). (Weekly)

- 1) Re-appoint the RT Governing Board member assigned to the Retirement Board, Andy Morin, to continue to serve as Common Chair for purposes of presiding over meetings of any one or more of the five Boards;
- 2) Re-appoint RT's General Manager, Henry Li, to serve as Common Vice Chair to preside over meetings of any one or more of the five Boards in the absence or other unavailability of the Common Chair; and
- 3) Appoint Valerie Weekly, the Sacramento Regional Transit District's Pension and Retiree Services Administrator, as Assistant Secretary to assist with administration of the Boards' business in accordance with Sections 2.24 and 2.25 of the Bylaws (Exhibit A).
- 4) Provide for the selection of a Common Chair and Common Vice Chair to remain in effect until December 31, 2018 or until either officer resigns from such role or until any one of the five Boards no longer agrees to such selection as evidenced by a majority vote of that Board.

RESOLUTION NO. 17-12-_____

Adopted by the AFSCME Retirement Board for the Retirement Plan for RT Employees
Who Are Members of AFSCME on this date:

December 13, 2017

**SELECTING A COMMON CHAIR, COMMON VICE CHAIR AND ASSISTANT
SECRETARY**

BE IT HEREBY RESOLVED BY THE RETIREMENT BOARD FOR THE
RETIREMENT PLAN FOR RT EMPLOYEES WHO ARE MEMBERS OF AFSCME AS
FOLLOWS:

THAT, this Retirement Board hereby selects and re-appoints Andy Morin to serve
as Common Chair, in which role he shall preside over all regular and special meetings
of this Board; and

THAT, this Retirement Board hereby selects and re-appoints Henry Li to serve as
Common Vice Chair, in which role he shall preside over all regular and special meetings
of this Board in the absence or unavailability of the Common Chair; and

THAT, this Retirement Board hereby selects appoints Valerie Weekly to serve as
Assistant Secretary; and

THAT, this Retirement Board's selection of a Common Chair and Common Vice
Chair will remain in effect through 2018 or until the Common Chair and/or Common Vice
Chair resigns from such role or until any one of the other four Retirement Boards no
longer agrees to such common selection as evidenced by a majority vote of that Board,
in which case the Chair and Vice Chair of common meetings of two or more Retirement
Boards shall be selected by those Retirement Board Directors present at each such
common meeting; and

THAT, this Retirement Board's selection an Assistant Secretary will remain in
effect until the Assistant Secretary resigns from such role, leaves her staff role with the
Retirement Plan or is replaced by this Retirement Board.

Charles Mallonee, Chair

A T T E S T:
Gary Parks, Secretary

By: _____
Valerie Weekly, Assistant Secretary

RESOLUTION NO. 17-12-_____

Adopted by the IBEW Retirement Board for the Retirement Plan for RT Employees Who Are Members of IBEW, Local Union 1245 on this date:

December 13, 2017

SELECTING A COMMON CHAIR, COMMON VICE CHAIR AND ASSISTANT SECRETARY

BE IT HEREBY RESOLVED BY THE RETIREMENT BOARD FOR THE RETIREMENT PLAN FOR RT EMPLOYEES WHO ARE MEMBERS OF IBEW, LOCAL UNION 1245 AS FOLLOWS:

THAT, this Retirement Board hereby selects and re-appoints Andy Morin to serve as Common Chair, in which role he shall preside over all regular and special meetings of this Board; and

THAT, this Retirement Board hereby selects and re-appoints Henry Li to serve as Common Vice Chair, in which role he shall preside over all regular and special meetings of this Board in the absence or unavailability of the Common Chair; and

THAT, this Retirement Board hereby selects appoints Valerie Weekly to serve as Assistant Secretary; and

THAT, this Retirement Board's selection of a Common Chair and Common Vice Chair will remain in effect through 2018 or until the Common Chair and/or Common Vice Chair resigns from such role or until any one of the other four Retirement Boards no longer agrees to such common selection as evidenced by a majority vote of that Board, in which case the Chair and Vice Chair of common meetings of two or more Retirement Boards shall be selected by those Retirement Board Directors present at each such common meeting; and

THAT, this Retirement Board's selection an Assistant Secretary will remain in effect until the Assistant Secretary resigns from such role, leaves her staff role with the Retirement Plan or is replaced by this Retirement Board.

Eric Ohlson, Chair

A T T E S T:
Constance Bibbs, Secretary

By: _____
Valerie Weekly, Assistant Secretary

RESOLUTION NO. 17-12-_____

Adopted by the ATU Retirement Board for the Retirement Plan for RT Employees Who Are Members of ATU, Local Union 256 on this date:

December 13, 2017

SELECTING A COMMON CHAIR AND COMMON VICE CHAIR AND ASSISTANT SECRETARY

BE IT HEREBY RESOLVED BY THE RETIREMENT BOARD FOR THE RETIREMENT PLAN FOR RT EMPLOYEES WHO ARE MEMBERS OF ATU, LOCAL UNION 256 AS FOLLOWS:

THAT, this Retirement Board hereby selects and re-appoints Andy Morin to serve as Common Chair, in which role he shall preside over all regular and special meetings of this Board; and

THAT, this Retirement Board hereby selects and re-appoints Henry Li to serve as Common Vice Chair, in which role he shall preside over all regular and special meetings of this Board in the absence or unavailability of the Common Chair; and

THAT, this Retirement Board hereby selects appoints Valerie Weekly to serve as Assistant Secretary; and

THAT, this Retirement Board's selection of a Common Chair and Common Vice Chair will remain in effect through 2018 or until the Common Chair and/or Common Vice Chair resigns from such role or until any one of the other four Retirement Boards no longer agrees to such common selection as evidenced by a majority vote of that Board, in which case the Chair and Vice Chair of common meetings of two or more Retirement Boards shall be selected by those Retirement Board Directors present at each such common meeting; and

THAT, this Retirement Board's selection an Assistant Secretary will remain in effect until the Assistant Secretary resigns from such role, leaves her staff role with the Retirement Plan or is replaced by this Retirement Board.

Ralph Niz, Chair

A T T E S T:
Corina De La Torre, Secretary

By: _____
Valerie Weekly, Assistant Secretary

RESOLUTION NO. 17-12-_____

Adopted by the MCEG Retirement Board for the Retirement Plan for RT Employees
Who Are Member of MCEG on this date:

December 13, 2017

**SELECTING A COMMON CHAIR, COMMON VICE CHAIR AND ASSISTANT
SECRETARY**

BE IT HEREBY RESOLVED BY THE RETIREMENT BOARD FOR THE
RETIREMENT PLAN FOR RT EMPLOYEES WHO ARE MEMBERS OF MCEG AS
FOLLOWS:

THAT, this Retirement Board hereby selects and re-appoints Andy Morin to serve
as Common Chair, in which role he shall preside over all regular and special meetings
of this Board; and

THAT, this Retirement Board hereby selects and re-appoints Henry Li to serve as
Common Vice Chair, in which role he shall preside over all regular and special meetings
of this Board in the absence or unavailability of the Common Chair; and

THAT, this Retirement Board hereby selects appoints Valerie Weekly to serve as
Assistant Secretary; and

THAT, this Retirement Board's selection of a Common Chair and Common Vice
Chair will remain in effect through 2018 or until the Common Chair and/or Common Vice
Chair resigns from such role or until any one of the other four Retirement Boards no
longer agrees to such common selection as evidenced by a majority vote of that Board,
in which case the Chair and Vice Chair of common meetings of two or more Retirement
Boards shall be selected by those Retirement Board Directors present at each such
common meeting; and

THAT, this Retirement Board's selection an Assistant Secretary will remain in
effect until the Assistant Secretary resigns from such role, leaves her staff role with the
Retirement Plan or is replaced by this Retirement Board.

Mark Lonergan, Chair

A T T E S T:
Roger Thorn, Secretary

By: _____
Valerie Weekly, Assistant Secretary

RESOLUTION NO. 17-12-_____

Adopted by the AEA Retirement Board for the Retirement Plan for RT Employees Who are Members of AEA on this date:

December 13, 2017

SELECTING A COMMON CHAIR, COMMON VICE CHAIR AND ASSISTANT SECRETARY

BE IT HEREBY RESOLVED BY THE RETIREMENT BOARD FOR THE RETIREMENT PLAN FOR RT EMPLOYEES WHO ARE MEMBERS OF AEA AS FOLLOWS:

THAT, this Retirement Board hereby selects and re-appoints Andy Morin to serve as Common Chair, in which role he shall preside over all regular and special meetings this Board; and

THAT, this Retirement Board hereby selects and re-appoints Henry Li assigned annually to this Retirement Board to serve as Common Vice Chair, in which role he shall preside over all regular and special meetings of this Board in the absence or unavailability of the Common Chair; and

THAT, this Retirement Board hereby selects appoints Valerie Weekly to serve as Assistant Secretary; and

THAT, this Retirement Board's selection of a Common Chair and Common Vice Chair will remain in effect through 2018 or until the Common Chair and/or Common Vice Chair resigns from such role or until any one of the other four Retirement Boards no longer agrees to such common selection as evidenced by a majority vote of that Board, in which case the Chair and Vice Chair of common meetings of two or more Retirement Boards shall be selected by those Retirement Board Directors present at each such common meeting; and

THAT, this Retirement Board's selection an Assistant Secretary will remain in effect until the Assistant Secretary resigns from such role, leaves her staff role with the Retirement Plan or is replaced by this Retirement Board.

Russel Devorak, Chair

A T T E S T:
Sue Robison, Secretary

By: _____
Valerie Weekly, Assistant Secretary

Exhibit A

ADOPTED BY THE:
AEA, MCEG, AFSCME and ATU Retirement Boards on June 18, 2014
IBEW Retirement Board on December 17, 2014

BY-LAWS FOR THE RETIREMENT BOARDS

CHAPTER 1

RETIREMENT BOARDS COMPOSITION AND PURVIEW

ARTICLE 1

GOVERNANCE

§ 1.10 Retirement Plans; Application of By-Laws

These By-laws govern the three retirement plans established for employees of the Sacramento Regional Transit District (hereinafter "RT") pursuant to California Public Utilities Code Section 102430 to provide retirement benefits to qualified RT employees upon service or disability retirement from RT: The Retirement Plan for Regional Transit Employees Who Are Members of ATU Local 256; the Retirement Plan Between International Brotherhood of Electrical Workers (IBEW) Local Union 1245, AFL-CIO and Sacramento Regional Transit District; and The Sacramento Regional Transit District Retirement Plan for AFSCME, AEA, and Non-Represented (Salaried) Employees.

Each plan is referred to herein individually as "Retirement Plan" and jointly as "Retirement Plans."

These By-laws apply to the Retirement Plans as they may be amended from time to time, except when the terms of a Plan are inconsistent with the terms of these By-laws, in which case the terms of that Plan will govern its operations.

§1.11 Governance of the Retirement Plans

The ATU and IBEW Retirement Plans are each governed by one board and the Salaried Plan is governed by three boards (hereinafter individually referred to as "Board" or "Retirement Board" or jointly as "Boards" or "Retirement Boards"). Each Retirement Board consists of an equal number of representatives from RT and from the Union or bargaining/business unit (ATU, IBEW, AFSCME, AEA and MCEG) as required under California Public Utilities Code Section 99159.

§1.12 Retirement Board Composition

Each Retirement Board consists of not more than four (4) members and two (2) alternates. Two voting members and one alternate are appointed by the RT Board of Directors and two voting members and one alternate are appointed by the Union or bargaining/business unit.

The alternate Board Members serve on the Retirement Board during the absence of a Board member appointed by the same entity as the alternate. When an alternate Board Member serves in place of a regular Board Member, the alternate has all of the rights, duties and obligations of the Board member he or she is replacing, except for those rights, duties and obligations associated with a Board office held by the Board member.

§1.13 Retirement Board Member Term of Office

Each Retirement Board Member is appointed to a four-year term of office. Members' terms of office are to be staggered so that the term of one member appointed by the RT Board of Directors and the term of one member appointed by the Union or bargaining/business unit expire every other year.

For Retirement Board Members seated as of adoption of this section of the By-laws, the appointing entity will determine which seat will expire at the end of the following calendar year, and which will expire at the end of the calendar year ending two years later. The term of the alternates seated as of adoption of this section of the By-laws will expire as of the end of the calendar year after the year in which this section of the By-laws is adopted.

In the event of a vacancy because of death, resignation, illness, or other reason, the Secretary of the Board must, within thirty (30) days after such vacancy, transmit a written notification to the appointing member entity requesting that a replacement member be appointed to fill the remainder of the vacating member's term.

§1.14 Retirement Board Fiduciary Duty

The duties and responsibilities of each Retirement Board Member must be executed in accordance and in full compliance with the requirements of Section 17 of Article XVI of the California Constitution and applicable law.

§ 1.15 Retirement Board Authority

Each Retirement Board has plenary authority and duty to administer its Retirement Plan and manage the assets of its Retirement Plan consistently with the powers and duties conferred upon the Board pursuant to Article 16, Section 17, of the California Constitution, which include, but are not limited to, those set forth in each Plan.

CHAPTER 2

RETIREMENT BOARD RULES

ARTICLE 1

MEETINGS

§2.10 Regular Quarterly Retirement Board Meeting Schedule

Each Board must hold regular meetings no later than the last day of each calendar quarter (“regular meetings” or “Quarterly Retirement Board Meetings”). No later than December 31st of each year, the Boards must adopt a resolution setting forth their regular meeting schedule for the 12-month calendar period following the month and year in which the resolution is adopted. The resolution establishing each Board’s regular meeting schedule shall state the date and time for each meeting, and the place for each such meeting if it differs from the place set out in this section. Unless otherwise specified in the resolutions establishing the regular meeting schedule, the Boards will conduct their regular meetings at RT’s Administrative Offices located at 1400 29th Street, Sacramento, California in Room 114 (First Floor, Auditorium).

§2.11 Special Meetings

A special meeting may be called at any time by the Chair, or by a majority of the members of a Board, by delivering personally, via electronic mail (“e-mail”) or by U.S. mail, written notice to each member of the Board, and to each local newspaper, radio, or television station requesting notice in writing, and by posting a notice on the Sacramento Regional Transit District’s internet web site. Such notice must be delivered and received at least 24 hours before the time of such meeting. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No business other than as specified in the notice shall be considered at such meeting. Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the Secretary of the Board a written waiver of notice. Any defect in the above notice procedure shall be deemed cured by actual attendance of the member at the meeting.

§2.12 Quorum

Three Board members constitute a quorum of any Board for purposes of convening a meeting and for the transaction of business. Alternate Board members are seated on the Board and counted towards a quorum only when serving in the place of a Regular Board member appointed by the same body (e.g., the Alternate appointed by the RT Governing Board is only seated and counted towards a quorum when a Board member appointed by the RT Governing Board is absent).

§2.13 Joint Meetings

The Retirement Boards may meet together for any regular or special meeting. The Boards may select a Common Chair and Common Vice Chair to preside over common meetings on an ad hoc or standing basis.

§2.14 Open Meetings; Application of the Ralph M. Brown Act

All meetings and associated notices must comply with the provisions of the Ralph M. Brown Act. (Government Code Sections 54950, et seq.) Accordingly, all Board meetings are open to the public except when the subject matter may be properly addressed in, and properly noticed for, a closed session.

§2.15 Agenda Preparation, Delivery and Posting

In addition to those requirements set forth in the Brown Act, each meeting agenda, together with all supporting documents, must be mailed or delivered to the Board members and Legal Counsel to the Board at least three days before the meeting. The purpose of this requirement is to give Board members at least two days' notice of all business coming before them. In the case of special meetings which may be called less than seven (7) days in advance of the meeting date, the requesting individual shall receive such notice as soon as may be practical under the circumstances.

§2.16 Access to Public Records Distributed at Meeting

Writings which are public records and which are distributed during a meeting are made available for public inspection at the meeting if prepared by RT or a member of the Board or after the meeting if prepared by some other person.

§2.17 Continuing Body

Each Board is a continuing body and no measure pending before it is abated or discontinued by reason of the expiration of the term of office or removal of a member of the Board.

§2.18 Adjournment of Meeting

The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. Notice of adjournment of a duly called special meeting at which less than a quorum is present shall be given in the same manner as notice of the original meeting. If all members are absent from any regular or adjourned regular meeting, the Secretary of the Board may declare the meeting adjourned to a stated time and place and he or she shall cause a written notice of the adjournment to be given in the same manner as provided herein for special meetings. In the case of all adjournments, a copy of the order or notice of adjournment shall be conspicuously

posted on the door to the Regional Transit District Auditorium, Room 114, within 24 hours after the time of the adjournment. When an order of adjournment of any meeting fails to state the time at which the adjourned meeting is to be held, it shall be held at the time specified for regular meetings.

ARTICLE 2

OFFICERS

§2.21 Officers

Each Board elects a Chair, Vice Chair, and Secretary from among its members. Alternate members cannot be elected as Board officers.

The five Retirement Boards, together, may elect a Common Chair and Common Vice Chair.

§2.22 Chair Responsibilities

1. Except at meetings presided over by a Common Chair or Common Vice Chair (as set forth in Section 2.28), the Chair presides over and preserves order at all regular meetings, special meetings and hearings of the Board. The Chair states every question coming before the Board, and decides all questions of order without debate, subject, however, to an appeal by a member of the Board. The Chair may move, second and debate from the chair, subject only to such limitations of debate as are imposed on all members, and has all other rights or privileges of all others members.
2. In all cases, the Chair can direct the Secretary to include discussion or action items on the agenda for future Board meetings, and the Chair signs all Board resolutions and all minutes of Board meetings or hearings which he or she has witnessed being adopted or approved.

§2.23 Vice Chair

The Vice Chair serves as the Chair Pro Tem in the Chair's absence. When serving as the Chair Pro Tem, the Vice Chair has all of the rights, duties and responsibilities of the Chair as set forth in Section 2.22 above.

§2.24 Secretary

The Secretary serves as the Chair Pro Tem in the absence of the Chair and Vice Chair.

In addition, the Secretary has the following powers and duties, any or all of which may be delegated by the Secretary to the Assistant Secretary:

1. Create meeting notices and agendas;
2. Post agendas;
3. Call the roll at the beginning of each Board meeting and for each roll call vote;
4. Announce the result of each vote;
5. Attend and keep minutes of all meetings and hearings of the Board;
6. Furnish each Board member a copy of the minutes of each meeting with the agenda for the following meeting;
7. Attest all resolutions of the Board and the minutes of all meetings or hearings which have been approved by the Board;
8. Keep and have custody of all books, records and papers of the Board, and certify true copies thereof whenever necessary;
9. Perform such other duties as may be required either by statute, ordinance, resolution or order.

§2.25 Assistant Secretary

The Boards may appoint an Assistant Secretary, who must be a current employee of RT with job duties related to administration of the Pension Plans.

§2.26 Vacancy

In an officer vacates his or her seat on the Board because of death, resignation, illness, or other reason, officer elections must be held at the first Board meeting after the vacancy has been filled.

§2.27 Additional Delegable Duties

Each Board, at its discretion and by resolution, may authorize its Chair and/or the General Manager/CEO of RT or other RT staff to exercise additional administrative authority, such as to execute contracts or other legally-binding documents, manage Board-awarded contracts, make purchases up to Board-authorized limits, and approve service retirements.

The Board may also authorize the General Manager/CEO of RT or other delegates to carry out other support functions for the Retirement Plan.

§2.28 Common Chair, Vice Chair

If desired, the five Retirement Boards may elect a Common Chair and Common Vice Chair to preside over and preserve order at meetings of more than one Board. At such meetings, the Common Chair, or the Common Vice Chair in the absence of the Common Chair, states every question coming before the Board, and decides all questions of order without debate, subject, however, to an appeal by a member of the Board.

The Common Chair (or Vice Chair) may move, second and debate from the chair, subject only to such limitations of debate as are imposed on all members, and has all other rights or privileges of all other members. In an action to adopt a motion or resolution, the Common Chair (or Vice Chair) votes after all other members present have cast their votes.

ARTICLE 3

ORDER OF BOARD BUSINESS

§2.31 Agenda

The order of business for regular and special meetings will be as follows:

1. Call to Order
2. Roll Call
3. Consent Calendar
4. Unfinished Business
5. New Business
6. Public Addresses the Board on Matters Not on the Agenda
7. Reports, Ideas and Communications
8. Recess to Closed Session
9. Closed Session
10. Reconvene in Open Session
11. Closed Session Report
12. Adjourn

Notwithstanding the above, closed sessions (and associated announcements) may be included on the agenda at any point after Roll Call and before Adjournment, at the discretion of the Secretary or Assistant Secretary.

The order of business during any meeting may be changed upon order of the Chair with consent of the Board, or upon motion of the Board.

§2.32 Contents of Agenda

The agenda must specify the time and location of the meeting and must contain a brief general description of each item of business to be transacted or discussed at the meeting. The descriptions must be reasonably calculated to adequately inform the

public of the general matter or subject matter of each agenda item.

Members of the public who wish to address the Board on matters not listed on the agenda, but on an item coming within the jurisdiction of the Board, are provided with the opportunity to do so under the agenda item heading “Public addresses Board on matters not on agenda.”

The Board shall not act upon or discuss an item that is not listed on the agenda except as provided under Section 2.36.

§2.33 Common Agenda

When the Boards of two or more Retirement Plans for Employees of Sacramento Regional Transit meet together, the Boards’ may share a common agenda, which must designate which Boards will discuss which items.

§2.34 Consent Calendar

The Consent Calendar shall consist of matters requiring Board action of a routine nature or on which staff comment is not appropriate or necessary, or which have previously been discussed and appear on the Agenda for final action only.

All items listed under the Consent Calendar, excepting those individual items which are removed separate discussion or vote at the request of any Board member, may be acted upon by a single motion and vote.

Board minutes are included as part of the Consent Calendar to be approved without reading unless a member requests such reading, in which case the minutes require action by a separate motion and vote.

§2.35 Quarterly Investment Performance Reviews

The Boards must review the performance of Retirement Plans’ fund managers and investment manager at each Quarterly Retirement Board Meeting as part of Unfinished or New Business, as appropriate.

Each of the fund managers retained by the Boards will be requested to attend and present its annual report at one Quarterly Retirement Board Meeting each calendar year. The Boards’ investment manager must be present at each Quarterly Retirement Board Meeting and must report on its performance on a quarterly basis. The Board will review the performance of each fund manager at each regular meeting based upon criteria set forth in the Sacramento Regional Transit District’s Statement Investment Objectives and Policy Guidelines for Contract Employees’ Retirement Funds, whether or not the investment manager is present.

§2.36 Items Not on the Agenda

A matter requiring Board action must be listed on the posted agenda before the Board may discuss and/or act upon it except as contemplated under the Ralph M. Brown Act.

The Board may take action on items of business not appearing on the posted agenda under any of the following conditions:

1. Upon a determination by an affirmative vote of the Board that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
2. Upon the affirmative vote of three Board Members that the need to take action arose subsequent to the agenda being posted.
3. If the item was properly posted for action at a prior meeting of the Board occurring not more than ten (10) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.
4. By directing the Chair or Secretary to place an item of business for discussion and/or action on a subsequent agenda.

ARTICLE 4

MEMBERS ADDRESSING THE BOARD

§2.41 Recognition of the Chair

Any Board member desiring to speak on any item on the agenda must address the Chair during the public comment period on such item, and upon recognition by the Chair, may speak. The speaker must confine himself or herself to the question under debate, avoiding indecorous language.

Comments on items not on the agenda will be heard at the time noticed on the agenda for such public comment.

§2.42 Speaking Interruption

A member will not be interrupted when speaking unless it is to call him or her to order, for the purpose of explanation or to permit solicited responses. If a member, while speaking, is called to order, he or she must cease speaking until the question of order is determined, when, if permitted, he or she may proceed.

§2.43 Limitation of Presentations, Discussion

The Chair may limit discussion at any particular meeting by a Board member to such time as the Chair may find to be reasonable under the circumstances, provided that any decision of the Chair to limit discussion may be overruled by the Board.

§2.44 Impertinence

Any Board member making personal, impertinent or indecorous remarks may be barred by the Chair from further appearance before the Board at that meeting, unless permission to continue is granted by an affirmative vote of the Board.

§2.45 Minutes

The Secretary shall prepare minutes in the form of an action summary; however, during the consideration on any particular matter, a Board member may make a request that the minutes contain a more thorough description of the discussion or deliberations of any question coming before the Board.

§2.46 Debate Closing

The member moving the adoption of a resolution or motion shall have the privilege of closing the debate.

§2.47 Disqualification of Members

Any member who is legally disqualified from participating in Board action on any particular matter must, as soon as such matter is reached on the agenda, disclose his or her disqualification and the reason therefore and may take no part in the discussion, debate or vote on such matter. If such disqualification is not known to him or her at the time such matter is reached on the agenda, he or she must make such disclosure as soon as he or she knows his or her disqualification.

ARTICLE 5

OTHERS ADDRESSING THE BOARD

§2.51 Recognition of the Chair

Non-Board members in attendance may address the Boards or members thereof only when invited by the Chair. Though the Chair will not require a speaker to introduce himself or herself, individuals who do not identify themselves may not be included in the minutes for the meeting at which they speak.

§2.52 Limitation of Presentations, Discussion

Except as otherwise herein provided, the Chair may specify a time limitation on any presentation made before the Board. The Chair cannot limit presentations made by members of the public to less than three (3) minutes.

§2.53 Impertinence

Any person making personal, impertinent or indecorous remarks while addressing the Board may be barred by the Chair from further appearance before the Board at that meeting, unless permission to continue is granted by an affirmative vote of the Board.

In extreme situations where persistent disruptions from multiple members of the public prevent an orderly meeting, the Chair, subject to Board appeal, or the Board itself, may order that all members of the public except the media be removed from the public meeting, or the public meeting may be recessed and closed pursuant to state law.

ARTICLE 6

OFFICIAL ACTIONS

§2.61 Timing of An Action

Motions and resolutions, unless put over to a future meeting by a majority vote of the Board, may be acted upon on the day of introduction or presentation. No continuance will be granted if the effect of such a continuance is to render useless a subsequent vote on the issue.

§2.62 Form of Action

Motions are considered an act of the Board and carry the same weight as a resolution. Resolutions are typically used for actions that will be referred to for historical purposes, such as adoption of a policy, award of a contract or grant of an individual's disability retirement.

§2.63 Votes, Signature and Attestation

Votes upon an action item, whether motion or resolution, are cast as "ayes" and "noes" pursuant to roll call and so recorded. Each resolution must be in written or printed form. Procedural motions do not require a roll call vote.

Every resolution shall be signed by the Chair/Chair Pro Tem (depending upon who presided at the meeting of enactment) and attested by the Secretary/Assistant Secretary (as determined by the Secretary).

§2.64 Codification

Resolutions are codified as follows: [Year]-[Month]-[Resolution Number]. For example, the fifth resolution a board adopts at its March 2015 meeting is codified: 15-03-0005.

§2.65 Vote Threshold; Majority Minimum

All official acts of the Board shall require the affirmative vote of a majority of the members of the Board unless law requires a greater number of affirmative votes.

§2.66 Motion Reconsideration

A motion to reconsider any action taken by the Board may be made only on the day such action was taken, either during the same session or at an adjourned session thereof. Such motion must be made by a member on the prevailing side and seconded by any member. The motion, which may be made at any time during said meeting, has precedence over all other motions. The motion to reconsider is debatable unless the action to be reconsidered is not debatable.

§ 2.67 Mandatory Arbitration

If a motion or resolution is brought before the Board for a vote and the measure fails to gain the support of a majority of the voting members as required in Section 2.65, the measure will fail passage. However, if a quorum is present and votes on a matter pertaining to the management or administration of the Plan and the matter receives an equal number of “aye” votes as it does “no” votes, then the matter shall be resolved in the manner set forth in Public Utilities Code Section 99159 by referring it to binding arbitration if such a motion is made and at least two Board Members vote affirmatively, as further set forth in the Retirement Plan.

ARTICLE 7

COMMITTEES

§2.71 Appointment

The Chair may create and appoint ad hoc committees.

§2.72 Ad Hoc Advisory Committee Meetings

Ad Hoc Committees are limited-term, limited scope advisory committees comprised exclusively of less than a quorum of the Board. For example, an advisory committee comprised of two members for the purpose of producing a report in six months on

trends in public agency benefit policies would be considered an ad hoc committee because it is composed of less than a quorum of the Board and it is charged with accomplishing a specific task in a limited period of time.

Ad hoc committee meetings are specifically exempt from open meeting requirements under these Bylaws and under the Brown Act. However, when creating and appointing an Ad Hoc Committee, the Chair retains authority to direct that meetings of that committee shall be noticed and open to the public.

ARTICLE 8

RULES

§2.81 Amendment

Any provision hereof may be altered, amended or annulled at any time by an affirmative vote of the Board as provided in Section 2.65, provided a week's notice of such change is given to each board member.

§2.82 Suspension

Any section of these By-laws may be temporarily suspended by an affirmative vote of the Board as provided in Section 2.65.

§2.83 Robert's Rules

All rules of order not herein provided for shall be determined in accordance with "Robert's Rules of Order."

§2.84 Copies – By-laws

The Secretary shall furnish each Board member copies of these By-laws and provide a supply for public purposes.