



City of Atlanta Defined Benefit Pension Plan Investment Board Bylaws

PREAMBLE

Pursuant to applicable law, and specifically the Georgia State Constitution, the Official Code of Georgia and the Code of Ordinances for the City of Atlanta (the “Atlanta City Code”), the City of Atlanta maintains three pension plans: the General Employees’ Pension plan, the Police Officers’ Pension plan, and the Firefighters’ Pension plan (hereinafter the “Plans”). The Atlanta City Code §6-141, §6-281, and §6-421 establishes one board of trustees with authority to implement the provisions of the three pension plans, which is referred to as the City of Atlanta Defined Benefit Pension Plan Investment Board (hereinafter the “Board”). The Board is authorized under Atlanta City Code §6-141, §6-281, and §6-421 to make all necessary rules for the carrying out of the provisions of the Atlanta City Code with respect to the Plans, to reconcile any conflicts within provisions of the Atlanta City Code with respect to the Plans, and to provide for the equitable disposition of any matter not specifically covered by the Atlanta City Code with respect to the Plans, provided that all such rules are consistent with the terms and spirit of the Atlanta City Code.

It is pursuant to this authority under the Atlanta City Code that the Board establishes these Bylaws, effective as of [REDACTED], 2018, as rules under which the Board operates to implement the Plans. These Bylaws may be amended at any time in accordance with Paragraph 5.1 below.

ARTICLE I

Office and Address

- 1.1 The principal office of the Board is the current administrative local presence of the current third party administrator.
- 1.2 To the extent applicable, the Board’s legal situs or residence shall be Atlanta, Fulton County, Georgia.
- 1.3 The Board shall maintain a website to provide the public with access to information relating to the Board in order to provide transparency to the public.

ARTICLE II

Trustees

2.1 General Powers.

2.1.1 Pursuant to the Atlanta City Code, the Board has the (1) duty to see that the provisions of the Atlanta City Code related to the Plans are carried out and that the funds of each pension plan are kept separate, (2) authority to make all rules necessary in carrying out the provisions of the Atlanta City Code regarding the election of members to the Board, (3) authority to pay out of the separate funds of the Plans all necessary expenses for the administrative duties of the Board, (4) authority to invest funds accumulated under the Atlanta City Code for the Plans in any manner permitted by the Public Retirement Systems Investment Authority Law, Georgia Official Code §47-20-80, *et seq.* and (5) authority to employ an independent investment counselor to advise on the best and most appropriate portfolio of investments, respectively.

2.1.2 Pursuant to the Official Code of Georgia, in administering the Plans, the Board and its individual trustees shall exercise the judgment and care of a prudent person acting in a like capacity and familiar with such matters, considering the purposes, provisions, distribution requirements, and other circumstances of the Plans. The Board and its individual trustees are subject to the other common law duties of trustees set forth in the Official Code of Georgia, as applicable.

2.2 Membership. The membership of the Board shall be determined in accordance with Atlanta City Code §6-141(b), §6-281(b), and §6-421(b).

2.3 Election of Members to the Board or to a committee. The following rules shall apply to all regular elections of active or retired participants to the Board or to one of its committees:

2.3.1 Eligibility for Election. In addition to the membership requirements set forth in Atlanta City Code §6-141(b), §6-281(b), and §6-421(b), the following eligibility requirements shall apply:

2.3.1.1 Any person who has been convicted of a crime involving “moral turpitude” including, but not limited to, fraud, forgery, theft, perjury, bribery or embezzlement, shall be ineligible for inclusion on a ballot.

2.3.1.2 Any person who has been the subject of an adverse finding by the City of Atlanta Board of Ethics or the Compliance Officer of the City of Atlanta Department of Law within a twelve (12) month

period immediately preceding an election shall be ineligible for inclusion on a ballot.

- 2.3.2 Qualifying Period. For all required elections, other than initial elections conducted in 2018, a fifteen (15) day qualifying period shall begin on the first business day of September which shall end at 5:00 p.m. on the fifteenth (15th) day (the “Qualifying Period”). In the event that the fifteenth (15th) day is not a business day, the qualifying period will end at 5:00 p.m. on the next business day. Any eligible person seeking election to the Board must submit her/his name in writing as designated by the Secretary or Board-authorized election official. Only the names which have been received in writing by the Election Official prior to 5:00 p.m. on the last day of the Qualifying Period will be eligible for inclusion on a ballot.
- 2.3.3 Election of Active and/or Retired Pension Participants. The following rules shall apply to the election of active and/or retired pension participants to the Board or to one of its committees:
 - 2.3.3.1 The Commissioner of the Department of Human Resources or her/his designee shall typically be appointed by the Board as the election official (the “Election Official”).
 - 2.3.3.2 Under authority of the Board, the Election Official shall designate assistant election officials as needed to assist in the election process. Any reference to the term Election Official shall also include reference to any designated assistant election officials.
 - 2.3.3.3 The Administrator shall provide written notice to the Election Official, not less than five (5) days prior to the beginning of the Qualifying Period, of the trustees whose terms are expiring. It shall be the duty of the Election Official to ensure that active employees who are eligible to vote are aware of the Qualifying Period.
 - 2.3.3.4 The Administrator or Election Official shall solicit nominations by notifying all eligible members of the Plans of the Qualifying Period and election at least thirty (30) days prior to the commencement of the Qualifying Period. Such notice shall be provided to all members using the most effective and economical means available. The means of notification shall be determined by a majority vote of the Board. At the conclusion of the Qualifying Period, the Administrator shall prepare a list of candidates to be provided to the active employees eligible to vote in an election. This list of candidates and their biographies shall be provided to eligible voting participants at least thirty (30) days

prior to the date of the election, and not later than September 30th.

2.3.3.5 The Election Official shall prepare a ballot and provide such ballot to Board for approval prior to the date of the election.

2.3.3.6 Approved ballots will be distributed to eligible voting employees by the Election Official, after obtaining Board approval relative to distribution method, voting period, and ballot counting date.

2.3.3.7 The Election Official shall ensure the integrity of the election, relative to the election parameters approved by the Board.

2.3.4 Tabulation and Confirmation. The following rules shall apply to the tabulation of ballots and the confirmation of newly elected trustees:

2.3.4.1 It shall be the duty of the Election Official to receive all ballots cast in an election.

2.3.4.3 The plurality of votes cast shall be the only requirement for declaring a winner. If two (2) or more vacancies are being filled during the same election, the nominee receiving the most votes and the nominee receiving the next highest number of votes shall be declared the winners.

2.3.4.4 The Election Official shall certify the results of an election no later than the next regularly scheduled Board meeting.

2.3.4.5 It shall be the duty of the Administrator, following confirmation of the votes by the Board, to inform the newly elected trustee of her/his election and to inform her/him of the schedule of regular meetings of the Board.

2.3.4.6 Newly elected trustees shall begin their terms of office in January of the year immediately following an election year, except in the case of trustees newly elected as a result of the initial elections conducted in 2018 whose terms shall begin immediately upon the certification of the results of that election.

2.4 Replacement of Trustees Other than Ex Officio Trustees Due to Non-Attendance.

Any trustee who is not a trustee by virtue of her/his office and who has unexcused absences for three consecutive meetings, after being properly notified thereof, shall be replaced as a trustee. Replacement shall involve a special election if the trustee is elected, or a new appointment, if appointed. For purposes of this Paragraph 2.4, an unexcused absence is any absence by a trustee where the trustee fails to provide prior oral or written notice to the Chair of his or her inability to attend the meeting.

2.5 Vacancies; Effect of Termination/Resignation of Ex Officio Trustees; Retirement.

- 2.5.1 Vacancies. The following rules shall apply to vacancies on the Board other than for ex officio trustees:
- 2.5.1.1 More than Six (6) Months Remaining in Unexpired Term. In the event a vacancy on the Board occurs and there is more than six (6) months remaining in her/his term of office, the Board shall initiate a special election to fill such vacancy for the remainder of the unexpired term.
 - 2.5.1.2 Less than Six (6) Months Remaining in Unexpired Term. In the event a vacancy on the Board occurs and there is less than six (6) months remaining in her/his term of office, the Board shall appoint a new trustee to fill the vacancy for the remainder of the unexpired term. This vacancy shall be filled for the unexpired term by majority vote of the Board.
- 2.5.2 Effect of Termination/Resignation of Ex Officio Trustees. In the event that an *ex officio* trustee terminates or resigns from his or her official role giving rise to his or her position as a trustee, the office of such trustee shall be declared vacant and shall be filled by the individual next to hold the official role giving rise to the trustee position.
- 2.6 Use of City of Atlanta Property During Election Process. The Board and each individual trustee on the Board are subject to the applicable provisions and requirements of the Atlanta City Code, Code of Ethics (the “Code of Ethics”), §2-811. The Board and each individual trustee on the Board shall act consistent with these requirements. Pursuant to §2-811 of the Code of Ethics, the Board and each individual trustee on the Board are prohibited from using City of Atlanta property for the private advantage of themselves or another official, employee, other person or private entity, including in connection with an election of a trustee.

ARTICLE III

Officers

- 3.1 Designation. The officers of the Board shall be a Chair and a Vice-Chair as provided by Atlanta City Code §6-141(b), §6-281(b), and §6-421(b).
- 3.2 Chair. The Chair presides at all meetings and shall be responsible for overall planning, direction and control of the affairs and business of the Board. The Chair shall sign official documents on behalf of the Board to reflect the decisions of the Board, and perform all other duties as authorized by the Board. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time, or which shall be required by applicable law.

- 3.3 Vice-Chair. In the absence of the Chair, or in the event of her/his inability or refusal to act (such inability or refusal to be determined by a majority vote of the Board excluding the Chair and Vice-Chair), the Vice-Chair shall perform the duties of the Chair, and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the actions of the Chair. The Vice-Chair shall perform such other duties as may be assigned from time to time by the Chair or by the Board.
- 3.4 Administrator. The Administrator shall be (1) responsible for keeping a record of the proceedings of the Board, including minutes of Board meetings, (2) responsible for the election of trustees to the extent set forth in Paragraph 2.3 above, and (3) the custodian of all books, documents and other records submitted to the Board. The Administrator shall perform such other duties as may be assigned from time to time by the Chair or by the Board. The Board may, by majority vote, select a third-party administrator, as described in Paragraph 5.9 below, to perform any or all of the duties of the Administrator.

ARTICLE IV

Meetings of the Board

- 4.1 Annual Meeting. The annual meeting of the Board shall be held within the City of Atlanta during the month of January at the regularly scheduled meeting of the Board. Newly elected trustees will be seated at this annual meeting.
- 4.2 Regular Meetings. The regular meetings of the Board shall be held on _____, starting at _____ in an appropriately designated room at Atlanta City Hall, 55 Trinity Avenue, Second Floor, Atlanta, Georgia 30303. The Board, by majority vote, or the Chair, at her/his discretion, may reschedule or cancel a meeting. Notice to the public of the Board's regularly scheduled meetings and any changes to the regularly scheduled meetings shall be made as required by the Georgia Open Meetings Act (O.C.G.A. 50-14-1, *et seq.*) (the "Georgia Open Meetings Act"). Trustees shall make best efforts to be present at meetings at least ten (10) minutes in advance of the meeting start time in order to allow for an efficiently run meeting and to ensure that the trustees able to attend the meeting are present for the full duration of the meeting.
- 4.3 Special Called Meetings. Special called meetings of the Board may be convened at the call of the Chair or Vice-Chair, in the absence of the Chair, or by petition of majority vote of the trustees. Trustees shall be given at least twenty-four (24) hours' notice prior to any special meeting to the extent practicable. The notice for any special meeting will be posted as required by the Georgia Open Meetings Act.
- 4.4 Meetings By Telephone; Attendance by Telephone. As long as a quorum is achieved in person at a meeting, a trustee may participate in a meeting of the Board by teleconference if necessary due to reasons of health or absence from the

jurisdiction; provided that absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a trustee's physical presence, no trustee may participate by teleconference more than twice in one calendar year. Such written opinion shall be provided to the Chair in advance of any meeting for which the trustee intends to participate by teleconference.

4.5 Applicability of Georgia Open Meetings Act, Georgia Open Records Act and Georgia Records Act. All meetings of the Board or a committee of the Board, including regular, special called and executive session meetings, shall be conducted in accordance with the requirements of the Georgia Open Meetings Act. All minutes and records created, maintained and received by the Plans, Board, a committee of the Board, the Administrator or by individual trustees, during the performance of activities related to the Board and the Plans are subject to the requirements of the Georgia Open Meetings Act, Georgia Open Records Act (O.C.G.A. 50-18-70 *et seq.*) (the "Georgia Open Records Act") and Georgia Records Act (O.C.G.A. 50-18-90 *et seq.*) (the "Georgia Records Act").

4.6 Agenda for Meetings.

4.6.1 The Chair shall establish the proposed agenda for meetings of the Board. The proposed agenda shall be distributed to the trustees at least fourteen (14) days prior to the meeting date. The trustees shall have seven (7) days from the date that the proposed agenda was distributed to provide agenda suggestions to the Chair. Trustees who do not provide changes to the proposed agenda to the Secretary and the Chair within such seven (7)-day period are considered to approve the proposed agenda as distributed.

4.6.2 To the extent practicable, the Chair or third-party administrator shall distribute the agenda and supporting materials to the trustees at least seven (7) days prior to the meeting date. For good order, and unless the Board by majority elects to modify the agenda, no item shall be eligible for consideration by the Board unless it was included on the agenda distributed to the Board in the time frame provided hereunder.

4.6.3 The Board shall make the agenda for its meetings available to the public as required by the Georgia Open Meetings Act.

4.7 Conduct of Meetings.

4.7.1 Public Meetings. Meetings of the Board shall be open to the public and held and conducted in accordance with the Georgia Open Meetings Act. Meetings of the Board may only be closed to the public as permitted by applicable law.

4.7.2 Presiding Officer. The Chair shall preside at all meetings, and the Vice-Chair shall preside in the absence of the Chair. If both the Chair and Vice-Chair

are not present, the remaining trustees shall vote to elect a temporary presiding officer for that meeting.

- 4.7.3 **Quorum; Voting and Official Action.** Eight (8) trustees shall constitute a quorum of the Board, which shall be required to convene a meeting. However, in the event that a trustee position is vacant, a quorum shall consist of 50%-plus-one of the remaining trustees until the vacancy has been filled pursuant to the requirements in Paragraph 2.5 of these Bylaws. Whenever a quorum is not achieved, the Board may receive reports, information, and/or presentations, but cannot take official action. When a quorum is achieved, the minimum requirement for Board action shall be the affirmative vote of the majority of the number of members constituting a quorum. Such number of votes shall be considered a “majority vote” of the Board for purposes of these Bylaws and any requirements of applicable law. Official action by the Board shall only be by majority vote of the trustees once a quorum is achieved. Individual trustees may only act on behalf of the Board or Plans or bind the Board or Plans if a specific delegation is made for that purpose by a majority vote of the Board.

See also Paragraph 4.10 for achievement of a quorum where a member has a conflict of interest.

- 4.7.4 **Executive Session.** The Board may enter into an executive session as authorized by the Georgia Open Meetings Act. Specifically, the Board may hold an executive session regarding investment securities trading or investment portfolio positions and composition. The individual presiding over the executive session shall execute an affidavit as required by the Georgia Open Meetings Act.
- 4.7.5 **Parliamentary Procedure.** The rules of parliamentary practice set forth in Robert’s Rules of Order, Newly Revised, shall be used at all meetings of the Board and shall govern in the event that these Bylaws or applicable laws are silent on a matter.
- 4.7.6 **Decorum.** Attendees at meetings of the Board, including members of the public and trustees, shall conduct themselves in a courteous manner and shall refrain from actions that disrupt the meeting or prevent the conduct of the business of the Board. It shall be the duty of the Chair, or other presiding officer in the event of the absence of the Chair, to maintain decorum during meetings of the Board. Any individual may be removed from a meeting for causing a disruption or preventing the Board from conducting business.
- 4.8 **Minutes.** The Administrator shall prepare draft meeting minutes in accordance with the requirements of the Georgia Open Meetings Act and other applicable laws. The minutes shall be considered final on approval by a majority vote of the Board

at the next regularly scheduled meeting where a quorum is achieved. The Administrator shall maintain the official minutes of the meetings.

4.9 Public Participation.

4.9.1 Attendance and participation by members of the Plans at meetings is encouraged. All persons not otherwise scheduled to appear and who wish to appear before the Board shall sign up to speak at the beginning of the meeting with the Chair. Public comment shall be limited to five (5) minutes per person unless otherwise authorized at the discretion of the Chair.

4.9.2 In the event that a time limit has been placed upon public comment by the Chair pursuant to Paragraph 4.9.1 above, such limit shall not apply to Board members in connection with such public comment.

4.9.3 Any trustee may question any person speaking. No other person at a meeting will be permitted to question any speaker, unless the Chair grants permission.

4.9.4 Any party who wishes to be added to the agenda is asked to contact the Chair at least seven (7) days prior to a meeting and identify the matter to be placed on the agenda. The Chair reserves the right to add items and parties to the agenda when less than seven (7) days' notice is given.

4.10 Conflicts of Interest Code; Code of Ethics; Recusal; Exclusive Benefit.

4.10.1 The Board and each individual trustee on the Board are subject to the applicable provisions and requirements of the Atlanta City Code, Conflicts of Interests provisions, §5-401-§5-403, *et seq.* (the "Conflicts of Interests Code") and Code of Ethics, §2-801 through §2-823, *et seq.* The Board and each individual trustee on the Board shall act consistent with these requirements.

4.10.2 Each trustee shall complete an annual Ethics Disclosure as required by the City of Atlanta Ethics Code, Atlanta City Code §2-814.

4.10.3 When the Board is to vote upon any matter about which a trustee has a conflict of interest that trustee shall disclose such conflict of interest for the record and shall recuse her/himself without further comment from both the deliberations and vote on that matter.

4.10.4 The Atlanta City Code specifically prohibits any assets or resources of the Plans from being used for, or diverted to, purposes other than for the exclusive benefits of the employees who participate in the Plans, unless otherwise specifically provided for in the Atlanta City Code. The Board and the individual trustees shall act consistent with this requirement.

ARTICLE V

Miscellaneous Provisions

- 5.1 Amendment of Bylaws. The Bylaws of the Board shall be subject to amendment, correction, or repeal by a majority vote of the trustees.
- 5.2 Legal Construction. Nothing contained herein shall be construed in a manner that is inconsistent with any laws of the City of Atlanta, the State of Georgia, or the United States.
- 5.3 State and Local Statutes Applicable to the Board. As of the date of the adoption of these Bylaws, the Plans and the Board, along with its committees, are subject to the following laws, as applicable:
- 5.3.1 State of Georgia Constitution
- 5.3.2 State of Georgia, Georgia Official Code:
- Investment Authority Law, §47-20, Article 7, et seq.
 - Records Act, §50-18-90, et seq.
 - Open Records Act, §50-18-70, et seq.
 - Open Meeting Act, §50-14-1, et seq.
 - Duties of Trustees, § 47-20-5 and § 53-12-240
- 5.3.3 Atlanta City Code:
- Code of Ethics, §2-801 through §2-823.
 - Conflicts of Interest, §5-401 - §5-403.
 - Pensions Code, Part I, Subpart B, Chapter 6.
 - Exclusive Benefit Rule, §6-100, §6-256, and §6-398.
 - Authority to Invest, §6-37(o), §6-222(o), and §6-367(o).
 - Authority to Employ an Independent Investment Counselor, §6-37(r), §6-222(q), §6-367(q).
 - Legal Representation, §6-37(s), §6-287, §6-425.

The above list of applicable laws is not intended to be an exclusive list. The Plans, the Board and its individual trustees, and members of its committees may also be subject to laws that are not specifically referenced in these Bylaws. The absence of a reference to applicable laws, rules, and regulations in these Bylaws, or to changes in laws, rules or regulations made subsequent to the date these Bylaws are adopted, shall not negate or mitigate the Board's and its individual trustees' obligations to comply with all applicable laws, rules and regulations.

- 5.4 Conflicts. If a conflict is determined to exist between a provision of these Bylaws and any law of the City of Atlanta, the State of Georgia, or the United States, the provisions of any such law shall supersede a conflicting provision in these Bylaws.
- 5.5 Appeals from Decisions of the Board. Any party that is adversely affected by a decision of the Board may appeal such decision. Any such adversely affected party must notify the Chair no later than seven (7) calendar days prior to a regularly scheduled meeting of their desire to appeal and to request inclusion on the meeting agenda. The Board shall conduct a quasi-judicial hearing on any such appeal consistent with the provisions set forth in Atlanta City Code §6-142(b), §6-282(b), §6-422(b).
- 5.6 Financial Review. The Board may request that the City of Atlanta Department of Finance (Finance) review and approve any financial statements relating to the Fund on a quarterly basis or as the Board determines. Finance shall provide the Board with prompt reporting of any inconsistencies, discrepancies and issues identified in its review. Finance shall be supplied with all check register invoices, financial reports, etc., that Board members are supplied with no later than fourteen (14) days prior to each meeting to perform an analysis with the aim of making recommendations to the Board with regards to approving or accepting such financially-related items.
- 5.7 Legal Representation. The City of Atlanta Department of Law shall provide legal representation to the Board as provided by Atlanta City Code §6-37(r), §6-222(q), and §6-367(q). The Board may retain additional legal counsel at its discretion by a majority vote of the Board.
- 5.9 Third-party Administrator. The Board may from time to time retain one or more third-party administrators to perform such duties as may be assigned from time to time by the Board, which may include duties of the Administrator as described in these Bylaws. The administrator(s) shall serve for such term as shall be determined at the discretion of the Board.
- 5.10 Investment Policy. The Board must regularly review and/or update its established investment policy statement, which shall not conflict with applicable law.
- 5.11 Investment Consultants. The Board may from time to time retain one or more independent investment consultants to advise on the best and most appropriate portfolio of investments and perform such other services as may be assigned from time to time by the Board. The investment consultant(s) shall serve for such term as shall be determined at the discretion of the Board.
- 5.12 Blackout Period. During periods of solicitation for any services, once a list of responsive proponents has been identified to appear before the Board to make an oral presentation, no Board trustee or committee member will have contact with any proponent or prospective service provider on the oral presentation list until the actual oral interviews. All logistics related to the oral interviews will be

communicated to proponents or prospective service providers by the Board's investment consultant.

- 5.13 Reporting Violations. Nothing in the Bylaws or in any applicable policy and procedure of the Plans prohibits personnel of the Plans from reporting possible violations of law or regulation to any governmental agency or entity, including but not limited to the Department of Justice and the Securities and Exchange Commission, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Personnel of the Plans do not need prior authorization from the Board to make any such reports or disclosures and are not required to notify the Board that such reports or disclosures were made.