BYLAWS OF THE METROPOLITAN EMPLOYEE BENEFIT BOARD

AS ADOPTED FEBRUARY 13, 1989

AND AS AMENDED THROUGH NOVEMBER 6, 2012

These Bylaws are established pursuant to Section 11.107 of the Metropolitan Charter, which provides as follows;

> "Each Board or Commission may make such Bylaws, Rules and Regulations, not inconsistent with law, as it deems appropriate for the conduct of its business, copies of which shall be filed with the Metropolitan Clerk and with the Secretary of the Board or Commission."

Section 1: Officers of the Board.

Both the Chairman and Vice Chairman shall be eligible for nomination for the positions of Chairman and/or Vice Chairman. The appointed section of the Board and the Elected Representative Section of the Board shall each place in nomination the name of a member from their respective sections of the Board.

These two (2) names shall be the only names considered by the Board for the positions of Chairman and Vice Chairman. The person nominated that receives the most votes from the Board membership shall be elected Chairman and the other nominee shall automatically become Vice Chairman.

If the vote ends in a tie vote, the nominee from that section of the Board not currently represented by the Chairman shall become Chairman and the remaining nominee shall be Vice Chairman.

An individual currently serving as Chairman can only be re-elected to that office by receiving the majority vote of those members present and voting.

The Chairman of the Board shall make appointments to Standing Committees for those representatives on the Committee from the group, which the Chairman represents and the Vice-Chairman shall make appointments to Standing Committees for those representatives on the Committee from the group, which the Vice-Chairman represents.

References herein to the "appointed section of the Board" shall be deemed to include the Director of Finance and the Director of Personnel.

Section 2: Regular Meetings.

The Board shall meet at least monthly. The Board and Committees shall meet at such day and time as established by the Board or at such day and time as the Chairman may call a meeting.

Section 3: Special Meetings.

Special Meetings may be called by the Chairman or any three (3) Board members. A Special Meeting will only consider those items for which the meeting was called.

Section 4: Conduct of Meetings.

The meetings will be conducted under Roberts Rules of Order unless otherwise provided for in these Bylaws.

Section 5: Quorum.

A majority of the total Board membership is required to be present before any action of the Board may be conducted in either a regular or a special called meeting.

A majority of the entire membership must be maintained during the entire regular or special called meeting. If a quorum does not exist, then the business of the Board shall be concluded upon the loss of the quorum.

Section 6: Voting.

The decision of a majority of the Board or Committee members present and voting shall determine the outcome of any particular issue upon which a vote is taken. Board members present may vote in any of the following ways:

(a) In favor of the motion.

(b) Against the motion.

(c) To be shown on the record as present but not voting.

(d) To be shown on the record as present but abstaining from the vote.

The declaration of Apresent but abstaining from the vote shall:

(a) Be counted as a member present and voting in determining the number of votes necessary to pass a motion.

(b) Members abstaining cannot make a motion to reconsider or motion to rescind prior action.

All votes at the Board and Committee meetings shall be by a show of hands. The Chairman or Vice Chairman of the Committee or Board, when calling for a vote shall:

(a) Ask for a show of hands of those in favor of the motion.

(b) Ask for a show of hands of those against the motion.

(c) Ask if there are any members that want to be recorded as Aabstaining from the vote≅ or Apresent but not voting.

(d) Ask if any member wants to change their vote.

(e) The Chairman or Vice Chairman shall then announce the result of the vote.

Tie Votes:

a. Tie votes at Committee meetings. If there is a tie vote at a Committee meeting, on a main motion to approve or disapprove an issue before the Committee, the issue will be referred to the next regularly scheduled Board meeting with a report that the issue is before the Board without a recommendation from the Committee.

An issue before the Committee that ends in a tie vote on a main motion to approve or disapprove an issue before the Committee may be retained before the Committee for further action if there is a subsequent motion passed by the Committee to retain jurisdiction over the issue and the issue not be automatically referred to the Board.

b. Tie votes at Board meetings. In the event of a tie vote at a Board meeting on an issue that has not previously been considered by the appropriate standing Committee, the issue pending before the Board will be referred to the appropriate standing Committee of the Board. If an issue has previously been considered by a standing Committee, it will not be referred back to the Committee unless a majority of those Board members present and voting, vote to refer the issue back to the Committee or such other Committee as the Board designates.

Personal Appearances/Minority Reports.

Board members may appear before any other body, to either express their own personal views or to make a minority report for the Board, but in either event the Board member shall only disclose that they are a Board member and shall not refer to any office held with the Board.

Consultant's Presentation to Other Bodies.

Consultants, employed by the Board, shall not appear before any other body, on any issues pending before the Board, unless so directed by the Board or in response to a legal directive to appear before

another body as issued by that body. This shall not preclude any consultant from appearing before any other body in their individual capacity, as a concerned citizen, but during any such presentation there shall be no reference made to the official relationship held with the Board.

Section 7: Items to be Placed on the Regular Meeting Agenda.

Items may be placed on the Agenda at the request of any Board member or the Executive Secretary to the Board. All items to be placed on the regular meeting Agenda must be received in the Board Office by noon Wednesday week prior to the regular Board meeting.

Those persons with a request to appear before the Board or a Committee, that have been placed on the Agenda, shall address the Board or Committee at such time as their request is called to order by the Chairman. Once a motion, and second, has properly been made the Board or Committee members shall deliberate and vote on the motion. No one, other than Board or Committee members, shall make further comment on the motion unless specifically asked by the Board or Committee. Anyone desiring to make further comment to the Board or Committee on the pending motion will be allowed to do so only if approved by a majority vote of the Board or Committee members present. This paragraph shall not apply to any request by anyone on a point of order.

Members of the public attending any Board or Committee meeting may address the Board or Committee by a majority vote of the Board or Committee members present subject to any time limitations placed upon them by the Board or Committee.

Section 8: Distribution of Agenda.

Board Agendas for regular meetings will be furnished, or mailed to the Board members, by the end of the workday on Wednesday preceding the regular meeting.

Section 9: Staff Reports.

The Executive Secretary shall supply, to the Board, a Staff Report on items that appear on the Agenda.

Section 10: Appearances Before the Board.

All items on the Agenda of the Board dealing with disability pensions, shall be placed upon the motion sheet for action by the Board. The Board may, by majority vote of those present, defer action an any item on the motion sheet to Committee, or to the following Board meeting. Department heads or their designees will not be required to attend the meeting unless there has been a specific request by a Board member or the Executive Secretary for the department head to attend.

On all other items on the Agenda, the person making the request to the Board must appear in person or the item will be automatically deferred one (1) meeting. If the individual does not show at the second meeting, the item will be removed from the Agenda until such time that another request is made to appear before the Board.

Reconsideration of Individual Appeals:

Whenever any individual appeal or request has been considered by the Benefit Board and has been denied or otherwise decided against a participant or beneficiary, no further consideration of the merits of such individual appeal or request shall be considered unless further consideration is first affirmatively approved by a majority vote of the Board. A vote on reconsideration of an individual appeal or request shall not be construed to be a decision on the merits.

Individual appeals or requests will be placed on the agenda to be voted on for further consideration only under the following circumstances:

The aggrieved participant or beneficiary demonstrates to the Executive Secretary or other individual designated by the Board within 30 days of an adverse decision that there is new or additional material information that was not previously considered by the Board and is relevant to the decision made by the Board.

The Executive Secretary or other appropriate staff member recommends in a written staff report that a particular appeal or request should be reconsidered due to the discovery of new or additional material information which was in the possession of the Benefit Board staff and not readily available to the participant or beneficiary.

The Chairman of the Benefit Board receives a written request from the Department of Law to reconsider a particular appeal or request due to an actual or potential legal error made during the Board's previous consideration.

All reconsiderations of individual appeals or requests shall be made only after Board members have received a written staff report detailing the prior action by the Board, the rationale for the Board's prior action (if such is discernable) and an analysis of any new information and/or legal errors. If the full Board decides that further consideration is appropriate, such further consideration may be immediately taken by the Board, may be deferred to a subsequent Board meeting or may be referred to the appropriate committee.

All participants or beneficiaries aggrieved by a decision of the Board shall be furnished a written notice explaining the reconsideration process and deadlines and shall be encouraged to make any reconsideration requests in writing.

Section 11: Late Item Request.

Late items are defined as, "Those written requests received by the Executive Secretary after the regular meeting Agenda deadline, but no later than 12:00 noon of the Friday preceding the meeting." A signed Late Item Request Form must be attached to the formal request to be placed upon the Late Item Agenda. The following shall apply to such requests:

A. A formal Late Item Agenda shall be prepared with copies of such Late Item Requests attached thereto. The Agenda will be distributed to the Board after they have concluded their actions on the regular Agenda.

B. No item on the Late Item Agenda shall be considered if any member of the Board, present at the meeting, objects.

C. To be considered, the individual making the request must be present to justify consideration of the late item.

The Board reserves the right, for good cause as determined in its sole discretion, to waive the above deadline for late item requests.

Section 12: Standing Committees.

There shall be seven (7) standing Committees of the Board and they shall be as follows:

A: **Board and Office Administration Committee:** The Board and Office Administration Committee shall consist of the Director of Finance, the Director of Personnel, and two (2) members appointed from the employee representative section of the Board. The Committee may consider any item dealing with the administration of the Board Office, including the annual budget, the annual budget of the Employee Assistance Program, and any item dealing with the operating procedure applicable to the Board itself.

B. **Investment Committee:** The membership of the Investment Committee shall consist of the Director of Finance and the three (3) appointed members of the Board as provided under Sections 13.03 and 13.04 of the Metropolitan Charter.

C. **In-Line-of-Duty Committee:** The In-Line-of-Duty Committee shall consist of two (2) members from the appointed section of the Board and two (2) members from the employee representative section of the Board. Any matter dealing with the question as to whether or not an injury was suffered in-line-of-duty, or any other matter dealing with the question of in-line-of-duty injuries, may be considered by this Committee.

D. **Medical and Life Insurance Committee:** The Medical and Life Insurance Committee shall consist of three (3) members from the appointed section of the Board and three (3) members from the employee representative section of the Board. The Medical and Life Insurance Committee shall have jurisdiction to hear any matter dealing with the medical provisions of the Plan, the Employee Assistance Program, or any matter dealing with the life insurance provisions of the Plan.

E. **Payroll Committee:** The Payroll Committee shall consist of two (2) members from the appointed section of the Board and two (2) members from the employee representative section of the Board. The Payroll Committee shall consider all matters that deal with payroll deduction as provided for under Section 32-1-4 (e) of the Metropolitan Code, or any other matter of the Board that involves automatic payroll deduction on an employee's payroll check and over which the Board has jurisdiction.

F. **Pension Committee:** The Pension Committee shall consist of two (2)

members from the appointed section of the Board and two (2) members from the employee representative section of the Board. The Pension Committee may consider any item dealing with the Metro Pension Plans, Old City Pension Plans, and Old County Pension Plans, excluding medical and life insurance issues.

G. **Safety Committee:** The Safety Committee shall consist of two (2) members from the appointed section of the Board and two (2) members from the employee representatives section of the Board. The Safety Committee may consider any item dealing with the Safety Program under the Board=s jurisdiction.

In addition to the designated membership on each of the above Committees there shall be appointed by the Chairman or Vice Chairman to each Committee one alternate from the appointed section of the Board and one alternate from the employee representative section of the Board.

Those appointed as alternate members shall be eligible to serve at a Committee meeting in the event that one of the regular members of the Committee, from the alternate's respective section of the Board, cannot attend the Committee meeting. The alternate Committee member shall have all the rights and privileges of a regular Committee member when participating on Committee business. This paragraph shall not apply to the appointed section of the Board and Office Administration Committee nor to the Investment Committee.

At the discretion of the Chairman of any particular Committee, an alternate may be allowed to continue to participate as a Committee member and deliberate on specific issues if the alternate served as a Committee member when the issue was originally introduced and the issue was deferred for further action at a later meeting. At such subsequent meetings, the alternate will only be able to

participate on the particular issue that has been deferred, and will not be eligible to participate as a Committee member on other issues, unless serving as an alternate member for that meeting.

Items may be referred to any Standing Committee by action of the Board or items may be referred to a Standing Committee, prior to being submitted to the full Board, by the Executive Secretary. All Standing Committees shall be authorized to consider, on their own initiative, any matter over which the Committee has jurisdiction.

Each Committee shall elect a Chairman and a Vice Chairman.

Section 13: Amendments to the Pension, Medical or Life Insurance Plans.

Any amendments proposed to be made to the pension, medical, or life insurance plans under the jurisdiction of the Board, shall be presented to the Board at least one (1) regular meeting prior to action being taken by the Board unless the amendment has been considered, and acted on, by the appropriate Standing Committee. If the Standing Committee has considered and acted on the amendment, action may be taken by the Board at the initial meeting it is presented to the Board.

Any such amendments or changes must be presented to the Board in writing. The Board reserves the right to waive this By-Law for good cause, which shall be determined at the sole discretion of the Board.

Section 14. Amendments to the Metropolitan Code of Laws.

Any amendments proposed to be made to the Metropolitan Code of Laws dealing with the Benefit System under the jurisdiction of the Board shall be presented to the Board at least thirty (30) days prior to action being taken by the Board.

Section 15: Procedures for Handling Refunds.

Any employee, for which a termination notice has been received, that has *ten (10) or more years of service and is therefore entitled to a Vested Pension, shall not have a refund of their contributions until a specific request is made by the employee, in writing, and on an application approved by the Board, for a refund of the contributions.

No refund will be made to any employee terminated for cause by any Department for which an appeal has been made to the Metropolitan Civil Service Commission while such appeal is pending, unless the employee specifically requests a refund in writing. If, at the conclusion of the employee's appeal before the Commission the Department Head's decision is upheld by the Commission, a refund will be made to the employee upon written request.

Upon receipt of a request from any employee, whether having Vested Rights or not, refunds will be processed no sooner than thirty (30) days, but within ninety (90) days, from the employee's last day on the payroll. Refunds may be mailed, or hand-delivered, to the former employee. Any refund that is hand-delivered to a former employee will require the former employee to present identification and to sign a receipt acknowledging receipt of the refund.

*Effective October 1, 2001 through December 31, 2012, employees must have five (5) years of credited service to have a vested pension.

Section 16: Signing Legislation.

Any legislation considered by the Board and filed with the Metropolitan County Council may be

signed either by the Chairman, indicating that the Board has taken the appropriate action on the legislation, or if the Chairman is not available to sign the legislation or the Chairman specifically requests the Executive Secretary to sign the legislation, the Executive Secretary is authorized to sign the legislation reflecting the action taken by the Board.

The Executive Secretary of the Board shall appear before the Metropolitan County Council, and all Committees of the Metropolitan County Council, on any legislation or issues effecting any Plans over which the Board has jurisdiction, and shall present to such bodies the action officially taken by the Board on such legislation or issue.

Section 17: Policies and Procedures:

The Executive Secretary of the Board shall develop specific policies and procedures for the operation of the Board Office, which shall specifically include procedures for the processing of service and disability pensions. All policies and procedures regarding the operation of the Board and the Board Office shall be presented to the Board and approved by the Board.

Section 18: Amendments to Bylaws.

Any proposed amendment to the Bylaws must be submitted in writing at a regular Board Meeting and no action shall be taken on the amendment prior to the next regular meeting of the Board. Any amendment to the Bylaws shall require a two-thirds (2/3rds) majority vote of the members present and voting at the time the By-Law amendment is considered.

Section 19: Filing of Bylaws and Amendments.

Upon approval by the Board of the Bylaws, or any amendments, the Executive Secretary shall

immediately file a copy with the Metropolitan Clerk and maintain a copy in the Office of the Board as a public record. The Executive Secretary shall also forward a copy of the Bylaws, or any amendments, to each Department upon adoption.

The above Bylaws were duly enacted by the Metropolitan Employee Benefit Board on February 13, 1989, and reflect the Board's amendments to such Bylaws with the latest amendment being approved November 6, 2012.

Rita Roberts-Turner
Human Resources Director