

**AMENDED AND RESTATED BYLAWS OF THE RETIREMENT BOARD  
OF THE  
CITY OF NEW HAVEN CITY EMPLOYEES' RETIREMENT FUND**

**ADOPTED: APRIL 18, 2018**

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**Contents**

INTRODUCTION AND PURPOSE..... 4

ARTICLE 1 - DEFINITIONS ..... 4

ARTICLE 2 - RETIREMENT BOARD ..... 5

    Section 2.1 Membership ..... 5

    Section 2.2 Terms and Vacancies ..... 5

    Section 2.3 Resignations ..... 6

    Section 2.4 Standards of Conduct ..... 6

    Section 2.5 Trustee Member Education..... 6

    Section 2.6 Committees ..... 6

    Section 2.7 Attendance ..... 6

ARTICLE 3 – OFFICERS, STAFF AND THEIR DUTIES..... 7

    Section 3.1 Chairperson ..... 7

    Section 3.2 Vice-Chairperson ..... 7

    Section 3.3 Clerk ..... 7

    Section 3.4 Pension Staff ..... 7

ARTICLE 4 - MEETINGS ..... 7

    Section 4.1 Regular Meeting Schedule..... 7

    Section 4.2 Regular Meetings..... 7

    Section 4.3 Special Meetings ..... 8

    Section 4.4 Emergency Special Meetings..... 8

    Section 4.6 Meetings Open to Public..... 8

    Section 4.7 Meeting Locations..... 8

    Section 4.8 Meetings by Telephone or Electronic Means ..... 8

    Section 4.9 Meeting Agenda and Materials ..... 9

    Section 4.10 Minutes of Meetings..... 9

    Section 4.11 Summary of Board Meeting Transactions ..... 9

    Section 4.12 Audio Recording of Meetings ..... 9

    Section 4.13 Determination of Certain Time Periods ..... 9

ARTICLE V - MEETING PROCEDURES .....	9
Section 5.1 General Procedures.....	9
Section 5.2 Quorum Required .....	9
Section 5.3 Order of Business in Meetings .....	10
Section 5.4 Executive Closed Sessions.....	10
Section 5.5 Voting Requirements .....	10
Section 5.6 Amendments to Pending Motions .....	10
Section 5.7 Reconsideration.....	11
ARTICLE VI - MISCELLANEOUS .....	11
Section 6.1 Amendments to Bylaws .....	11
Section 6.2 Mailing Address. ....	11
Section 6.3 Board Action Validity.....	11

## INTRODUCTION AND PURPOSE

Consistent with its fiduciary roles as Trustee and administrator of the City of New Haven City Employees' Retirement Fund (the "Fund" as hereinafter defined), the Retirement Board of the Fund (the "Board" as hereinafter defined) has the duty to ensure that the Fund is appropriately governed and managed. As fiduciary of the Fund, the Board is obligated to discharge all of its duties solely in the interest of the members and beneficiaries of the Fund.

It is intended that these Bylaws shall establish and specify the procedural and administrative processes necessary to carry out the responsibilities of the Board as set forth in the Plan.

These Bylaws are subject to the written provisions of the Fund (the "Plan" as hereinafter defined), and if in conflict with said provisions, the Plan provisions shall govern.

The management of the Fund is vested in the Board. Day-to-day administration of the Plan is delegated to the Pension Administrator (as hereinafter defined) and Pension Staff (as hereinafter defined).

## ARTICLE 1 - DEFINITIONS

**"Board"** means the Retirement Board established under the terms of the Plan and the associated trust agreement (the "Trust") to administer the Plan and to manage the investments of the Fund in accordance with applicable federal, State and local laws and regulations.

**"Chairperson"** means the person elected by the Board to such position.

**"City"** means the City of New Haven, Connecticut.

**"Clerk"** means the clerk of the Board as described in Section 3.3 herein.

**"Code of Conduct"** means a document to be adopted by the Board setting standards of fiduciary duties, ethical conduct, educational requirements and other rules applicable to the Trustee Members.

**"Connecticut FOIA"** means the Connecticut Freedom of Information Act (as Codified in Chapter 14 of Connecticut General Statutes, as amended from time to time).

**"Executive Session"** means a meeting or a portion of a meeting of the Board at which the public is excluded, as defined under Connecticut FOIA.

**"Fiduciary"** means a person responsible for the discharge of his duties with respect to the Plan solely in the interest of the participants and beneficiaries for the exclusive purpose of providing benefits to participants and beneficiaries and defraying the reasonable expenses of administering the Plan.

**“Fund”** means The City of New Haven City Employees’ Retirement Fund or the assets of such held in trust by the Board, accounted for in a separate fund for the benefit of participants and beneficiaries.

**“Pension Administrator”** means the City Payroll and Pension Administrator who handles the day to day administration of the Plan.

**“Pension Office”** means the City of New Haven, Office of Controller, Payroll & Pension Division, 200 Orange Street, New Haven, Connecticut.

**“Pension Staff”** means the administrative staff of the Pension Office who assist in the daily administration of the Plan.

**“Plan”** means the written terms of the City of New Haven City Employees’ Retirement Fund as originally established by special act of the Connecticut State Legislature for eligible employees and officials, as amended from time to time.

**“Quorum”** means the number of members of the Board that are required to be present to conduct the business of the Board. A Quorum consists of four (4) Trustee Members.

**“State”** means the State of Connecticut.

**“Trustee”** means the Board.

**“Trustee Member”** means member of the Board.

**“Vice Chairperson”** means the person elected by the Board to such position.

## **ARTICLE 2 - RETIREMENT BOARD**

### **Section 2.1 Membership**

The Board shall consist of seven (7) voting Trustee Members: the Mayor and Controller of the City, ex officio, three (3) persons appointed by the Mayor, and two (2) Trustee Members nominated and elected by members of the Fund (no more than one of which at any time shall be from the same Collective Bargaining Unit or be from the Executive Management and Confidential Employees group).

Trustee Members shall serve without compensation for their services, although Trustee Members may be reimbursed for travel and other qualifying expenses as approved by the Board.

### **Section 2.2 Terms and Vacancies**

The terms of appointed Trustee Members shall be three (3) years, beginning on January first, the terms of one expiring at the end of each year. The terms of elected Trustee Members shall be three (3) years, beginning on January first, said terms running concurrently. A Trustee Member shall serve until his or her successor is named and has qualified, and the Mayor shall make such appointments to the Board as may be necessary to fill vacancies occurring during

the term, except a vacancy in the positions of member representatives which shall be filled by the members of the Fund.

### Section 2.3 Resignations

Any Trustee Member, other than Trustee Members who serve in an ex officio capacity, may resign at any time by giving written notice to the Chairperson. Such resignation shall take effect at the time specified therein and, unless specified therein, the Board's acceptance of such resignation shall not be necessary to make it effective.

### Section 2.4 Standards of Conduct

The Board shall adopt, maintain and adhere to a Code of Conduct. Such Code of Conduct shall be intended to supplement, rather than replace, the standards of conduct set forth in applicable state and local law.

### Section 2.5 Trustee Member Education

Trustee Members are required to meet the initial and periodic educational requirements to be set forth in the Code of Conduct.

### Section 2.6 Committees

The Board may vote by simple majority to create one or more permanent and ad hoc Committees as it deems appropriate. The Chairperson has the authority to make appointments to any committee which has been formed by the Board. The Chairperson may designate a chairperson of the Committee. In the absence of such designation, the Committee shall elect a chairperson from among its members.

A meeting of a Committee shall require the presence of a quorum of the Committee, which shall be a majority of the number of members of the Committee. Meetings of committees shall be open to the public in accordance with Connecticut FOIA, and notice for such meetings shall be posted as required by Connecticut FOIA.

No action of a Committee shall be considered to constitute an action by the Board. A Committee may investigate, consider, and develop proposals to present to the Board. The Committee chairperson shall provide a summary report to the Board as needed.

### Section 2.7 Attendance

A Trustee Member who is absent from three consecutive Regular Meetings without what is considered to be a valid excuse by a majority vote of the other Trustee Members can be recommended to the Mayor for removal in accordance with the provisions of the City of New Haven Charter. Trustee Members who are not subject to the City of New Haven Charter's removal provisions and are not serving on the Board in an ex officio capacity can be asked to resign in writing. In the event that a Trustee Member is asked by the Board to resign, copies of the request to resign shall be sent by the Pension Administrator to the presidents of each of the collective bargaining units whose members participate in CERF and to the City's Manager of Human Resources & Benefits, or, if such position no longer exists at the time that the request to resign is sent, to the individual holding an equivalent position in the City.

## **ARTICLE 3 – OFFICERS, STAFF AND THEIR DUTIES**

### **Section 3.1 Chairperson**

The Board shall elect a Chairperson at its Annual Meeting from nominations made by Trustee Members at the Annual Meeting. The Chairperson shall preside at all meetings and shall be an ex-officio member of any Committees (S)he shall sign all contracts and agreements on behalf of the Board upon legal counsel review and authorization of the Board unless the Board has otherwise delegated this authority.

### **Section 3.2 Vice-Chairperson**

The Board shall elect a Vice-Chairperson, when it elects the Chairperson from nominations made by Trustee Members at the Annual Meeting The Vice-Chairperson shall serve as the presiding officer at all meetings in the absence of the Chairperson. If both the Chairperson and the Vice Chairperson are absent from a meeting, the Trustee Members present must elect a member by a simple majority vote to act as the presiding officer for that meeting.

### **Section 3.3 Clerk**

The Controller of the City shall act as Clerk of the Board and, with the assistance of Pension Staff, shall authenticate and sign Board resolutions and minutes and shall perform such other duties as the Board may assign.

### **Section 3.4 Pension Staff**

The Pension Staff will assume the duties of the daily administration of the Plan. The Pension Administrator and the City Controller are the supervisory authorities of this office. All staff employees of that office are employees of the City of New Haven and governed by the appropriate municipal collective bargaining units and under the supervision of the Pension Administrator and the City Controller. The Trustee Members exercise no employer/employee relationship over the Pension Staff employees and therefore cannot exercise any disciplinary action or termination of employment. Nothing in the preceding sentence shall be interpreted to prevent the Pension Administrator from exercising supervisory authority over the Pension Staff as a result of simultaneously serving as a Trustee Member.

## **ARTICLE 4 - MEETINGS**

### **Section 4.1 Regular Meeting Schedule**

The Board shall meet regularly to conduct fund related business which requires their formal votes or general awareness. No later than January 31<sup>st</sup> of each year, the Board shall establish a schedule for its Regular Meetings for the ensuing calendar year and shall post such schedule in the Office of the City/Town Clerk. No Regular Meeting shall take place less than 30 days following the date such schedule is posted.

### **Section 4.2 Regular Meetings**

The agenda of each Regular Meeting shall be available to the public and shall be posted not less than twenty-four (24) hours before the meeting in the office of the City/Town Clerk. Upon the affirmative vote of two-thirds of the Trustee Members of the Board present and voting, any

other business not included in such filed agenda may be considered and acted upon at such meetings. Upon the affirmative vote of a majority of the Trustee Members present and voting, an item may be added to an agenda of a future meeting.

#### Section 4.3 Special Meetings

Special Meetings may be called by the Chairperson. Special Meeting notice must be posted in the office of City/Town Clerk at least twenty four (24) hours prior to the meeting commencement and must include the time and place of the Special Meeting as well as an agenda of items to be entertained by the Trustee Members. No other business shall be considered by the Board at such Special Meeting. In addition, such written notice shall be delivered to the usual place of abode of each Trustee Members of the Board so that the same is received prior to such Special Meeting, provided, however, that such delivery to the usual place of abode may be dispensed with for any Trustee Member who (a) has consented to and receives delivery of such notice by electronic means and prior to the time the meeting convenes files with Pension Staff a written waiver of such notice by abode service and a consent to receipt of notice electronically in a form substantially similar to that set forth in Exhibit A or (b) is actually present at the meeting at the time it convenes.

#### Section 4.4 Emergency Special Meetings.

The Chairperson may call an Emergency Meeting of the Board, the purpose of which is to address an issue(s) or matter(s) that are of an obviously exigent nature, that require immediate Board awareness and decisive and definitive action and that could not be accommodated by the customary requirements for meeting posting and notice. The notice and posting requirements otherwise applicable to Special Meetings as described in Section 4.3 hereof shall not apply, provided that a copy of the minutes of such Emergency Special Meeting adequately setting forth the nature of the emergency and the proceedings occurring at such meeting is filed with the City/Town Clerk's office not later than seventy-two hours following the holding of such meeting.

#### Section 4.5 Annual Meetings

The Annual Meeting of the Board shall be held in April of each year and may be combined with the Board's Regular Meeting or may be held at a Special Meeting, at which other business may also be considered. At the Annual Meeting, the Board shall elect the Chairperson and the Vice-Chairperson and review its policies, as appropriate, including but not limited to its Investment Policy, the Code of Conduct and these Bylaws.

#### Section 4.6 Meetings Open to Public

Any convening or assembly of a Quorum and any communication by or to a Quorum, whether in person or by means of electronic equipment, to discuss or act upon a matter over which the Board has supervision, control, jurisdiction or advisory power, shall be deemed a meeting of the Board. All meetings of the Board are subject to Connecticut FOIA, including, but not limited to, any applicable requirements that adequate notice be given and that the meeting be open to the public.

#### Section 4.7 Meeting Locations

The Board shall meet in the Controller's 3rd Floor Conference Room of the Kennedy Mitchell Hall of Records at 200 Orange Street, or any alternative designated venue.

#### Section 4.8 Meetings by Telephone or Electronic Means

Any meetings of the Board or of any committee formed under Section 2.6 of these Bylaws may be conducted by means of a telephone conference or a video conference or other similar

communications equipment by which all persons participating in the meeting can hear each other at the same time and provided that the opportunity is afforded for the public to hear all participants in the meeting.

#### Section 4.9 Meeting Agenda and Materials

The Pension Administrator in conjunction with the Chairperson must prepare a written agenda for each meeting. The written agenda shall be provided to the Trustee Members in advance of the meeting. Written information that will be addressed at a Board meeting may also be distributed prior to such meeting or may be provided at the meeting.

#### Section 4.10 Minutes of Meetings

An accurate record of all Board meeting proceedings conducted in open sessions shall be kept in the Pension Office. Minutes for each meeting shall, at a minimum, list those in attendance at the meeting and document all motions made and votes taken. For purposes of efficiency and ease of reference, written materials may be included as official attachments to the minutes. Pension Staff shall prepare minutes for Board approval. Draft minutes must be approved or corrected by vote of the Board at its next meeting. Once the minutes have been approved by the Board, the Clerk shall sign the minutes. The original of the minutes shall be kept in the Pension Office and shall be available for inspection by the public during normal business hours. No minutes shall be kept regarding meeting proceedings conducted in Executive Sessions.

#### Section 4.11 Summary of Board Meeting Transactions

No later than forty-eight (48) hours following the conclusion of each Board meeting, the Pension Staff must post within or outside the Pension Office in an area of high public visibility a summary of the Board's voting transactions by agenda item and the respective Trustee Members' votes.

#### Section 4.12 Audio Recording of Meetings

Pension Staff may make audio recordings of Board meeting proceedings conducted in open sessions. Such recordings shall be kept in the Pension Office. No recording shall be made of proceedings held in Executive Sessions.

#### Section 4.13 Determination of Certain Time Periods

In determining the time within which or by when a notice, agenda, record of votes or minutes of a Special Meeting or an Emergency Special Meeting are required to be filed, posted, or made available under this Article 4, Saturdays, Sundays, legal holidays and any other day on which the Pension Office is closed shall be excluded.

## **ARTICLE V - MEETING PROCEDURES**

#### Section 5.1 General Procedures

Meetings shall be conducted in accordance with the Connecticut FOIA (C.G.S. § 1-200, et seq.) and with these Bylaws.

#### Section 5.2 Quorum Required

Meetings shall not commence without the presence of a Quorum. Attendance by telephone conference or video conference is included for purposes of establishing a Quorum. A Trustee Member cannot designate a substitute to sit and act in the Trustee Member's stead.

If the departure of one or more Trustee Members results in the loss of a Quorum at any point after the meeting commences, the meeting may continue with informational items (other than information about the Fund's investments), but no votes may be taken and no discussion may take place on matters that would require a vote of the Board. Any agenda items requiring such discussion or vote will be moved to the agenda for the following Regular or Special Meeting. The Chairperson shall be authorized to adjourn such meetings to such time as he/she deems appropriate without a vote.

### Section 5.3 Order of Business in Meetings

The Board Chairperson shall determine the order in which agenda items shall be considered and shall have the administrative latitude to address agenda items out of sequence to accommodate time constrictions, Quorum availability and other practicalities.

### Section 5.4 Executive Closed Sessions.

The Board may conduct Executive Sessions that are not open to the public in accordance with the Connecticut FOIA. An Executive Session shall be entered into only upon an affirmative vote of two-thirds of the Trustee Members present and voting upon a motion stating the reasons for such Executive Session. Prior to the vote, the Board shall indicate who, in addition to Trustee Members, is to remain in the room for all or part of the Executive Session as permitted by the Connecticut FOIA, and this information shall be recorded in the minutes. Matters discussed in Executive Sessions shall remain confidential, and materials reviewed during an Executive Session which are exempt from disclosure under Connecticut FOIA shall remain confidential. No audio recording shall be made of proceedings of Executive Sessions. No voting shall take place during an Executive Session.

### Section 5.5 Voting Requirements

Each Trustee Member shall have one vote on any question coming before the Board at any meeting at which the Trustee Member is in attendance. In order to vote, a Trustee Member must be physically present or alternatively participate in the meeting and vote by telephone conference or videoconference.

The acts and decisions made by a majority of the voting Trustee Members present at a meeting of the Board shall be the act of the Board, except as otherwise provided in these Bylaws. An abstention shall be considered a non-vote and the members abstaining shall not be counted when determining the majority required for adoption of a motion. All Trustee Members present shall be required to vote on any matter brought before the Board for a vote or to declare that they are abstaining from such vote.

Any item to be voted upon must be initially moved by one Trustee Member and seconded by another Trustee Member. A reasonable period of time must then be afforded to entertain further discussion on the motion after which the Chair must call for a voice vote by the attending Trustee Members. The voice vote call must clearly designate those Trustee Members who voted in favor, opposed and who abstained. All voting shall be recorded in the written minutes of the meeting.

### Section 5.6 Amendments to Pending Motions

An amendment to a pending motion may be made only upon the affirmative vote of a majority of the Trustee Members present.

### Section 5.7 Reconsideration

Except as may be provided in duly adopted Board regulations relating to reconsideration requests by Fund members, no motion for a reconsideration of any vote shall be in order unless such motion is made at the meeting at which the vote sought to be reconsidered was taken or at the next meeting thereafter and upon the request of any Trustee Member who voted with the prevailing side upon any matter. If a motion to reconsider is not made at the same meeting to reconsider the vote at which the vote was taken thereon and, notice is given at the same meeting of the Trustee Member's intent to move at the next meeting for a reconsideration of such vote, such notice shall suspend the operation of the original vote until the close of the next meeting.

## **ARTICLE VI - MISCELLANEOUS**

### Section 6.1 Amendments to Bylaws

These Bylaws may be amended upon the affirmative vote of two-thirds of the Trustee Members present and voting at a meeting, provided that amendment of the Bylaws was included in the agenda for such meeting filed in the Office of the City/Town Clerk and further provided that such amendment shall not be inconsistent with any provision of law or the written terms of the Plan.

### Section 6.2 Mailing Address.

The mailing address of the Board is the:

New Haven City Employees Retirement Fund (CERF)  
Kennedy Mitchell Hall of Records  
200 Orange Street  
New Haven, CT 06510

### Section 6.3 Board Action Validity

Unless otherwise prohibited by law, if Board action is taken in a manner not in accordance with these Bylaws, that action is valid unless a majority of the members of the Board vote to rescind the action. A vote to rescind an action that was taken in a manner not in accordance with these Bylaws must be taken no later than the first meeting after the distribution of the draft minutes which refer to the relevant Board action.

**Exhibit A**

**City of New Haven City Employees' Retirement Board**

**Consent to Delivery of Notices of Special Meetings by Electronic Means**

The undersigned, being a Trustee Member of the City of New Haven City Employees' Retirement Board (the "Board"), hereby consents to the delivery of all notices to me of Special Meetings of the Board by electronic means and hereby waives delivery of notices of Special Meetings by other means, including but not limited to delivery at my usual place of abode. Please deliver notices of Special Meetings to the following electronic address: \_\_\_\_\_

\_\_\_\_\_

I understand that:

- (a) Delivery by the foregoing electronic means will be in lieu of all other forms of notice of the time, place and agenda of Special Meetings;
- (b) I may revoke this consent in writing at any time; and
- (c) I have the obligation to inform the Pension Staff of any change in my electronic notice information.

Trustee Member signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print name: \_\_\_\_\_