

City of Newport News Employees' Retirement Fund

Board of Trustees

By-Laws

Adopted: *July 29, 2021*

The Board of Trustees of the City of Newport News Employees' Retirement Fund¹ have adopted the following By-Laws in order to efficiently facilitate its powers and duties in accordance with the provisions of Section 31-71 of the Newport News City Code.

I. Organization

A. Officers and Election of Officers

In accordance with Section 31-71(c) of the Newport News City Code, the Officers of the City of Newport News Employees' Retirement Fund Board of Trustees (hereinafter "the Board") shall consist of a Chairman, and a Vice Chairman. The board shall elect a Chairman and a Vice Chairman from within its membership at its annual January meeting who will serve in that capacity until December 31st of that calendar year. The Secretary of the Board or designee shall preside over the January meeting prior to the election of a Chairman. If an officer resigns, a successor shall be elected to fill the vacancy for the unexpired balance of the term. The election shall be held at the next meeting following the resignation.

B. Eligibility

All officers of the Board shall be members of the Board. All members of the Board are eligible to serve as officers. No member may hold more than one of the offices named above simultaneously. Board membership is governed by Section 31-70 of the Newport News City Code. The rules and regulations for the conduct of the election of the employee elected trustees are provided in Appendix A.

C. Duties of Officers

The Chairman shall have the power and duty to preside at meetings, call special meetings, settle parliamentary disputes, appoint committee members, and correspond with City Council on behalf of the Board. The Chairman shall preside at all meetings of the Board at which he/she is present. In the absence of the Chairman, the Vice Chairman shall preside and shall exercise the duties of the Chairman. In the absence of both the Chairman and the Vice Chairman, a temporary Chairman will be elected by those members present and shall exercise the duties of the Chairman.

¹ As noted in Sections 31-136 and 31-195 respectively, of the Newport News City Code, the Board of Trustees of the City of Newport News Employees' Retirement Fund also administers the City of Newport News Employees' Post-Retirement Health and Welfare Benefits Fund and the City of Newport News Line of Duty Act Benefits Fund.

D. Professional Support Personnel

The Division of Pensions in the Department of Finance shall prepare the minutes of the meeting of the Board, shall keep accurate records of all proceedings of the Board, and record the vote of each member on each matter voted upon. The Director of Finance, as *ex officio* Secretary of the Board, shall be the custodian of the records of the Board, other than those in the possession or under the control of the City Treasurer.

II. Meetings

A. Regular Meetings

Regular meetings are generally held monthly, on the last Thursday of the month when feasible. Regular meetings may be rescheduled or cancelled by the Chairman by providing reasonable notice to the Board and posting the appropriate public notices. The Board shall meet no less than eight times per year.

B. Special Meetings

Additional special meetings may be held at the call of the Chairman or any two members of the Board. Special meetings shall be governed by the same procedural rules as regular meetings.

C. Attendance

Members are expected to attend all regular meetings. Should a member be unable to attend a meeting, the member shall notify the Chairman and Secretary as soon as possible and prior to the date of the meeting. The Board shall follow the procedures outlined in Newport News City Code Sec. 2-11.1 regarding attendance reporting, irregular attendance and consistent absences.

Electronic participation by members is permitted in accordance with the Fund's "Policy on Individual Participation by Electronic Means" as provided in Appendix B.

Except as noted in paragraph II (D), below, all meetings shall be open to the public at all times, and the public records of any open meeting shall be made available to any member of the public on request.

D. Closed Sessions

The Board, upon a motion and a quorum voting in favor of the motion, may exclude the public from its deliberations or briefings for one of the reasons stated in the Virginia Freedom of Information Act. The Board shall enter into the minutes of the meeting that the Closed Session was entered and exited properly, and the terms of the Virginia Freedom of Information Act were met.

E. Quorum

A quorum is constituted of five members of the Board. In the absence of a

quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

F. Voting

All actions of the Board and the committees thereof shall be by a majority vote, except for those motions that require a two-thirds majority vote, of those members present at the meeting unless such members shall constitute less than a quorum or as noted below. Each member shall enter one vote. The Chairman or acting chairman shall call for a voice vote or roll-call vote at his or her discretion. A member may not designate a person to vote for them in their absence.

A tie vote fails to carry a motion.

III. Business at Meetings

A. Rules of Order

Meetings shall be guided by the most recent edition of Robert's Rules of Order, except where such would be inconsistent with provisions of law. Motions from committee shall require no second.

B. Order of Business

The order of business at the meetings may vary. However, unless posted as a special meeting for a limited purpose, each meeting will schedule the following

1. Call to order,
2. Review of prior meeting minutes,
3. Committee reports,
4. Old business,
5. New business, and
6. Adjournment.

C. Public Participation

Any member of the public may be heard on any matter before the Board except as noted in paragraph II (D).

a. Speaking

Such person before being heard shall state for the record his or her name and address, the nature of interest in the matter and whom he or she represents. Speakers shall confine their statements to matters germane to the business of the Board. If desired, speakers may deliver to the Board, by way of the Secretary, written materials including reports, statements, exhibits, letters or signed petitions. Speakers shall refrain from obscenity, vulgarity and profanity.

b. Time Limitations

Speakers shall confine their remarks to no more than three (3) minutes.

Speakers cannot designate their time to another speaker. After a speaker has concluded their remarks, the speaker should return to their seat unless a member of the Board indicates that he or she has a question to address to the speaker.

c. Decorum and Order

Speakers shall refrain from actions that would interrupt the public meeting. The Chairman or Acting Chairman shall preserve decorum and shall decide all questions of public order.

IV. Minutes

A. Minutes

Minutes shall include:

- Date, time, and place of the meeting,
- The members of the Board recorded as present and absent,
- Time the meeting began,
- A summary of the discussion on matters, proposed, deliberated, or decided and a record of any votes taken,
- A review of topics discussed in detail with emphasis on dissenting opinions to include findings and reasons for the decision of the Board,
- Motions, and discussions of motions,
- Time the meeting adjourned,
- The time and place of upcoming meetings, and
- A list of handouts/meeting materials

V. Notice

A. Meeting Notice

The Board's meetings shall comply with the State's open meeting laws and three business day notice will be provided for all meetings.

VI. Representation

A. Legal Representation

The City Attorney shall be the legal advisor to the Board. The Board shall not proceed in matters requiring legal counsel without legal advice from either the City Attorney or the Board's outside counsel.

VII. Standing Committees

A. Establishing Standing Committees

The Board may create standing committees within its membership as needed, including but not limited to a Disability Review Committee, a Benefits and Welfare Committee, and a Committee on Administration. The selection of the composition of the committee shall be set forth by the Chairman at the first regular meeting of the Board in January. At the committee's first meeting, it shall elect a Chairman and a Vice Chairman from within its membership at its annual January meeting who will serve in that capacity until December 31st of that calendar year. In addition, a Committee on Investments shall be established in accordance with Section

31-80 of the Newport News City Code.

B. One Year Limit

The standing committees shall not meet for more than one year without the Chairman of the Board reaffirming their membership or selecting new members.

C. Limited Authority

No committee of the Board may exercise any power of the Board or act on its behalf except as specifically authorized to do so by a duly enacted motion. No such committee shall, by word or writing, bind the Board to any decision or course of action.

D. Purpose

a. Disability Review Committee

The purpose of the Disability Review Committee is to review applications for disability retirement submitted by members under Section 31-56 of the Newport News City Code and to provide a recommendation for disability award to the Board. The Committee may also perform annual review of disability recipients in accordance with Section 31-59 of the Newport News City Code and make appropriate recommendations for adjustments to disability retirement allowances. The Committee may be asked to review and recommend changes to procedures related to the disability retirement application and review process.

b. Benefits and Welfare Committee

The purpose of the Benefits and Welfare Committee is to review benefit provisions and make recommendations to the Board on retirement programs, health and welfare benefits, wellness programs, and other benefit related matters.

c. Committee on Administration

The purpose of the Committee on Administration is to make recommendations to the Board on the efficient administration of the Fund. The Committee provides oversight of the Fund's operating budget, expenditures and contracts, and ensures policies and procedures are in place to help maintain efficiency, effectiveness and compliance with applicable laws and regulations.

d. Committee on Investments

The purpose of the Committee on Investments is to make recommendations to the Board on the investments of the Fund. The Committee has overall responsibility for the administration of the Fund's investment activity and makes recommendations regarding the asset allocation, actuarial assumptions, professional advisors and other related matters. The members of the Investment Committee

are fiduciaries of the Fund.

Regular meetings are generally held monthly, on the Wednesday a week prior to the Thursday Board meeting when feasible. Regular meetings may be rescheduled or cancelled by the Chairman by providing reasonable notice to the Committee and posting the appropriate public notices. The Committee shall meet no less than six times per year.

VIII. Ad Hoc Committees

A. Establishing Ad Hoc Committees

The Board may establish such ad hoc committees that it deems necessary from time to time for the conduct of its business. The selection of the composition of the committee shall be set forth by the Chairman. At the committee's first meeting, it shall select a Chair.

B. One Year Limit

No ad hoc committee may exist for more than one year without the Chairman of the Board reaffirming its existence, membership, and purpose.

C. Limited Authority

No committee of the Board may exercise any power of the Board or act on its behalf except as specifically authorized to do so by a duly enacted motion. No such committee shall, by word or writing, bind the Board to any decision or course of action.

IX. Amendments

A. Amendments

Except where to do so would be inconsistent with law, these by-laws may be amended at any meeting by an affirmative vote of the Board.

X. Authority

A. Authority

The source of authority of the Board is from Chapter 31 of the Newport News City Code and all Board actions shall be consistent with that authority.

Appendix A

Procedures for Election of Trustees

Of the nine Board trustees, five trustees shall be member representatives elected by employee members representing Firefighters and Police Officers, Public Works, Waterworks, General Employees, and the School Board. When a vacancy in an elected trustee position occurs, the Division of Pensions in the Department of Finance (Staff) shall conduct the process to elect a new member. The procedures for electing a new member are as follows:

- Staff will solicit nominations for a NNERF member to represent one of the above mentioned member groups. Qualified candidates must be active members of the Fund and currently employed in a position in the appropriate employee group:
 - Firefighters and Police Officers – positions covered under the Public Safety (FP) Salary Schedule of the City’s Compensation and Pay Plan
 - Public Works – all employees in the Department of Public Works
 - Waterworks – all employees of Waterworks
 - General Employees – any employee member who is not covered by any other employee group
 - School Board – all employees of the Newport News School Board
- Staff will review all nominations to check if interested candidates meet all qualifications. Candidates will be notified of application acceptance.
- Once all candidates have been received, ballots will be provided to all NNERF employees of the corresponding employee group. Only active employee members of the Fund are eligible to vote in trustee elections. Votes are anonymous.
- Results will not be disclosed until reviewed by the Committee on Administration. The Committee will notify the Board of the results. Staff will notify candidates and their department director of the results.

Appendix B

A Policy on Individual Participation by Electronic Means

It is the policy of the Newport News Employees' Retirement Fund Board of Trustees (hereinafter "the NNERF Board") that individual members may participate in meeting of the NNERF Board by electronic means as permitted by Virginia Code Section 2.2-3708.1. This policy shall apply to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

Whenever an individual member wishes to participate from a remote location, the law requires a quorum of the NNERF Board to be physically assembled at the primary or central meeting location, and there must be arrangements for the voice of the remote participant to be heard by all persons at the primary central meeting location. The reason that the member is unable to attend the meeting and the remote location from which the member participates must be recorded in the meeting minutes.

When such individual participation is due to an emergency or personal matter, such participation is limited by law to two meetings or 25 percent of the meetings of the NNERF Board per member each calendar year, whichever is fewer.

Approval Process

The member of the NNERF Board who wishes to participate from a remote location must notify the Chair on or before the day of the meeting and identify the nature of the emergency or personal matter causing their physical absence or that they are unable to attend in person due to physical disability or other medical condition.

Individual participation from a remote location shall be approved unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act. If a member's participation from a remote location is challenged, then the NNERF Board shall vote whether to allow such participation. If the NNERF Board votes to disapprove of the member's participation because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity.

This policy applies to all committees of the NNERF Board. In the case of a committee, the member requesting to participate from a remote location shall contact the Chair of the particular committee on or before the day of the meeting and identify the nature of the emergency or personal matter causing their physical absence or that they are unable to attend in person due to physical disability or other medical condition.

This policy was adopted by the Newport News Employees' Retirement Fund Board of Trustees at its meeting on **January 28, 2016.**