

RETIREMENT PLANS MANAGEMENT COMMITTEE
GWINNETT COUNTY PUBLIC EMPLOYEES RETIREMENT SYSTEM
GWINNETT COUNTY, GEORGIA

ARTICLE I
PURPOSE

1.1 Purpose. The purpose of the Retirement Plans Management Committee (the "RPMC") is to manage and invest the assets of the (1) defined benefit plan; (2) defined contribution plan; (3) deferred compensation plan; (4) Rabbi trust for the excess benefit arrangement; and (5) the OPEB trust, each in accordance with the provisions of its plan and trust agreement. For the purpose of these bylaws and RPMC business, "Gwinnett County Retirement System" or "System" will be used to refer to the plans collectively.

ARTICLE II
MEMBERSHIP

2.1 Membership. The RPMC consists of seven appointed members, including a citizen of Gwinnett County, an appointee of the County Administrator, two appointed employee representatives, the County Administrator, the Director of Financial Services, and the Director of Human Resources.

2.2 Selection, Term, and Vacancies. Selection, term, resignation and replacement of the individual members of the RPMC shall be governed by the provisions of the Gwinnett County Defined Benefit Plan Master Trust Agreement, which are incorporated as if fully set forth herein.

ARTICLE III
OFFICERS

3.1 Officers. The officers of the RPMC shall consist of a Chairman and a Vice-Chairman. The officers shall be nominated from the floor and elected by the members at a meeting.

3.2 Officer Terms. The terms of the Chairman and Vice-Chairman shall be two years. The term of any committee chairmen shall be one year. The RPMC Chairman and Vice-Chairman may not serve more than two consecutive terms.

3.3 Officer Elections. Officer elections shall take place at the November meeting of the RPMC or the next meeting thereafter in the absence of a November meeting. If an Officer is unable to complete a term, the RPMC shall elect a member to serve the remainder of the term. The election of a replacement shall be made at the first quarterly meeting following receipt by the RPMC of either formal or informal notice of the Officer's inability or unwillingness to complete the term.

3.4 Officer Responsibilities. The Chairman or in his absence the Vice-Chairman shall conduct the meetings of the RPMC. If both the Chairman and Vice-Chairman are absent from a meeting, the members present at the meeting shall elect a member to act as Chairman for the meeting.

3.5 Clerk. The Director of Human Resources will appoint or designate the Clerk to the RPMC.

3.6 Clerk Responsibilities. The Clerk shall have the following duties and responsibilities:

- a. To maintain a current list of the membership of the RPCMC;
- b. To notify RPCMC members of meetings;
- c. To coordinate and disseminate information to the members of the RPCMC;
- d. To prepare and maintain official summaries, minutes, and records of all proceedings of the RPCMC;
- e. To respond to requests received by the RPCMC under the Georgia Open Records Act;
- f. To accept service of process on behalf of the RPCMC;
- g. To ensure timely filing of reports with the State of Georgia;
- h. To prepare prior to each meeting of the RPCMC an agenda of business for use by the Chairman or Vice-Chairman showing all matters known in advance that are due to come up;
- i. To provide prior notice of meetings and post agendas as required by the Georgia Open Meetings Act; and
- j. To coordinate agenda items and presentations for the Board.

ARTICLE IV MEETINGS

- 4.1 Meeting Schedule. The RPCMC shall meet once each calendar quarter on the fourth Thursday in February, May, August, and the third Thursday in November. Quarterly meeting dates may be changed by vote of a majority of the members of the RPCMC. The Chairman, Vice-Chairman, or four members of the RPCMC may call additional meetings of the RPCMC.
- 4.2 Meeting Locations. The RPCMC shall meet in the Gwinnett Civic Center unless the Chairman or a majority of the members designates another location.
- 4.3 Public Notice of Regular Meetings. The Clerk shall cause a notice of the time, place, and dates of regular meetings to be posted and maintained in a conspicuous place available to the public at the Gwinnett Civic Center. The date, time, and place for RPCMC meetings shall also be posted on the Gwinnett County website along with the agendas, summaries, and minutes. The Clerk shall cause such notices to be posted at least 5 business days prior to the date of a regular meeting. The Clerk shall give 24 hours' written notice of any change in a public meeting of the RPCMC to the time or place of a regular meeting.§
- 4.4 Special Meetings. Special meetings may be called by the Chairman or Vice-Chairman upon 24 hours' notice to the RPCMC members. Such notice may be oral, written, or electronic.
- 4.5 Emergency Meetings. The Chairman or Vice-Chairman may call an emergency meeting of the RPCMC giving less than 24 hours' notice. Such notice may be oral, written, or electronic. Each member attending an emergency meeting shall file a written waiver of notice with the Clerk.
- 4.6 Meeting Materials. The Clerk shall prepare a written agenda for each meeting that will be mailed with any materials supplied for the members' information one week prior to the meeting.

ARTICLE V **CONDUCT OF MEETINGS**

- 5.1 Quorum. A quorum consists of four members of the RPMC. A quorum is required to conduct the business of the RPMC.
- 5.2 Meeting Agendas. After the Chairman or Vice-Chairman calls the meeting to order, any member of the RPMC may move to add to or delete from the agenda or move to add an item to a future meeting's agenda. Addition or deletion of any item requires the affirmative vote of a majority of the members present.
- 5.3 Proxies Not Authorized. Proxy voting by the members shall not be authorized, and no member of the RPMC may designate a substitute to sit and act in the member's place.
- 5.4 Rules of Order. The RPMC hereby adopts Robert's Rules of Order as its rules for the proceedings of a deliberative body; however, by a vote of the majority of the members, the RPMC may suspend the applicability of Robert's Rules for a special purpose or during a certain time period for a meeting. Any reference to Robert's Rules of Order means the latest published edition of such rules at the time an issue arises with respect to such rules. An action of the RPMC that is otherwise valid is not invalid because of the failure to follow Robert's Rules of Order.
- 5.5 Public Comment Period. The agenda for each meeting of the RPMC shall include a period for public comment. Speakers shall identify themselves to the Clerk before the meeting is called to order, and each speaker shall be given three minutes to make his comments within a maximum thirty minute public comment period. The Chairman may adjust the time allotted to each speaker to allow more speakers to be heard as necessary within the thirty minute maximum.
- 5.6 Closed Sessions. Closed session meetings that are not open to the general public may be held in accordance with the Georgia Open Meetings Act, except that it shall be the policy of the RPMC to conduct any discussion of matters pertaining to investment securities trading or investment portfolio positions and composition in a public meeting unless two-thirds of the members vote to close the meeting.

ARTICLE VI **SUMMARY AND MINUTES**

- 6.1 Summaries. Within two business days of a public meeting of the RPMC, the Clerk shall prepare a summary of the subjects acted on and those members present which shall be written. A draft summary shall be distributed to each member of the RPMC for review. As soon as reasonably possible after the summary is approved by the members of RPMC, the Clerk shall cause the summary to be posted on the County's website and published in the County employee newsletter.
- 6.2 Minutes. The Clerk shall take minutes of all meetings of the RPMC. All minutes shall be prepared and maintained in accordance with the Georgia Open Meetings and Open Records Acts. Minutes of a closed session meeting shall be maintained separately from minutes of the public meetings.
- 6.3 Approval Process. Draft minutes of each RPMC meeting shall be prepared by the Clerk and mailed or emailed to each member of the RPMC and counsel to the RPMC as soon as reasonably possible after the meeting. Draft minutes shall be approved or corrected by vote

of the RPMC at the next regular meeting of the RPMC. The Clerk shall then cause the minutes to be published on the County's website.

ARTICLE VII COMPENSATION AND EXPENSES

- 7.1 Compensation. Non-County employee members of the RPMC shall serve without compensation. County employee members of the RPMC who already receive full-time pay shall serve without additional compensation.
- 7.2 Expenses. The RPMC may authorize reimbursement to members for all reasonable and proper expenses incurred in performing their duties.

ARTICLE VIII REPORTS

- 8.1 Reporting Requirements. Once every two years beginning on October 1, 2008, the RPMC shall forward the actuarial investigation required by Official Code of Georgia § 47-1-3(d) to the State Auditor along with the financial report as required by Official Code of Georgia §47-1-3(e) and (f).
- 8.2 Financial Statements. The RPMC shall receive and review summary financial information on a routine basis and shall receive summary results of the annual valuation, biennial audit, and financial statements.
- 8.3 Other Reports. The RPMC shall make such other reports and disclosures as may be required by law or by the applicable plan or trust agreement.

ARTICLE IX COMMITTEES

- 9.1 Committee Reports. At each meeting of the RPMC, the members shall receive the reports, if any, of the Investment and Audit Committees from their respective Chairmen or other member authorized to so report. Any recommendation of either Committee to the RPMC not approved by action of the RPMC shall not bind the RPMC with respect to any policy decision or investment action.
- 9.2 Ad Hoc Committees. Special purpose ad hoc committees may be established by vote of a majority of the RPMC if special situations warrant, but their recommendations to the RPMC shall not bind the RPMC unless approved by a majority of the RPMC.

ARTICLE X MISCELLANEOUS

- 10.1 Amendment of Bylaws. An amendment of these Bylaws may be made only in accordance with the following procedure. A draft amendment must be prepared and submitted to the

RPMC for discussion. The RPMC must have a period of two calendar weeks in which to consider the draft amendment. The RPMC may vote on an amendment at any meeting of the RPMC after the conclusion of the two week period. An amendment of the Bylaws must be approved by two-thirds of the members of the RPMC.

- 10.2 The RPMC shall periodically review and assess the adequacy of these Bylaws and make any desired changes in accordance with Section 10.1.

First Adopted: August 23, 2007

Amended August 27, 2009

Amended November 19, 2009