

**EAST BAY REGIONAL PARK DISTRICT
DEFERRED COMPENSATION ADVISORY COMMITTEE
BYLAWS**

The East Bay Regional Park District ("EBRPD") Deferred Compensation Advisory Committee ("Committee") was formed on November 14, 2017, as authorized by Resolution 2017-09-281, and approved by the EBRPD Board of Directors on September 19, 2017. The Committee is comprised of five (5) members representing the diverse set of participating employee groups

Specific written guidance and direction regarding the annual activities and responsibilities of the Committee has been drafted by Committee Members and EBRPD Representatives and is set forth as these Bylaws of the Deferred Compensation Advisory Committee (Bylaws).

PURPOSE

The Defined Contribution Plans (457(b) and 401(A)) are designed to permit eligible employees of EBRPD to defer a portion of their earnings to a defined contribution retirement plan to supplement other retirement plans (e.g.: CalPERS and/or Social Security). The Defined Compensation Plans (also known as Deferred Compensation Plans) were established to, and currently meet the eligibility requirements of, deferred compensation plans under IRS Code Sections 457(b) and 401(a). The EBRPD intends to continue the Plans indefinitely and it is the intent of the District to operate the Plans in accordance with recommendations made by the members of this Committee; However, it reserves the right to amend or terminate the Plans in accordance with these bylaws and future Federal or State requirements.

MEMBERSHIP AND RESPONSIBILITIES OF THE COMMITTEE:

The Deferred Compensation Standing Advisory Committee (Committee) is made up of 5 plan participants, and alternates, supported by District HR and Finance staff. The Committee meets on a regular basis to provide oversight of the District's Deferred Compensation Plans. The Committee does this by:

1. Conveying the interests of plan participants to the Committee;
2. Communicating information on the Plan management back to the plan participants that they represent;
3. Reviewing deferred compensation reports, policies, audits, and related information provided by ICMA and the District and making recommendations on these matters to District and ICMA Representatives;
4. Seeking and reviewing the information necessary to ensure that the fiduciary responsibilities of plan administration are met;
5. Seeking additional information from outside sources, including independent consultants, experts, or service providers as needed;

6. Reviewing fees associated with the Deferred Compensation Plan administration and investment activities and making recommendations regarding future fee administration and amounts.
7. Reviewing, discussing and making recommendations regarding any changes proposed to Deferred Compensation plans, including but not limited to: Federal or State legislation; accounting rules, regulations and reporting requirements; fees charged by ICMA or any entity involved in the investment accounting, auditing or management; labor or management proposals, or any other matter that might be of interest to one or more of the participant groups.

Policies or matters requiring the expenditure and/or disbursement of funds require a recommendation by the Committee to be submitted for approval by the General Manager or designee.

When the Committee makes a formal recommendation on any fiscal or policy matters concerning the Deferred Compensation Plans, they will be forwarded to the Assistant General Manager of Finance and Management Services (or designee) for review and consideration.

SCHEDULE:

The Committee shall meet on a quarterly basis during the calendar year (February, May, August, November) at a location posted on the agenda. As determined by the committee, additional meetings and/or subcommittee meetings may be scheduled, and agendas and minutes shall be made available to all committee members in accordance with these bylaws. The agenda for the regular meetings shall be provided to all Committee members five (5) business days before each regular meeting. The Committee Secretary shall be responsible for distributing the agenda to all Committee members.

ELIGIBILITY AND SELECTION OF COMMITTEE MEMBERS

Eligibility

All Committee Members must be current participants in the Plan. Members and Alternates serve as volunteers and are not compensated beyond their regular Park District salary.

Number of Members

The Committee is comprised of five (5) voting members ("Members") representing the following groups:

- (1) one representative from the EBRPD Finance Department
- (1) one representative from the EBRPD Human Resources Department
- (1) one representative of the American Federation of State, County and Municipal Employees Local 2428 ("AFSCME")
- (1) one representative of the Police Association ("PA")
- (1) one representative of Retirees

Appointments

Each Member and Alternate from AFSCME and PA shall be appointed by the governing body of the corresponding group.

Each Member and Alternate from the Finance Department and the Human Resources Department shall be appointed by the Assistant General Manager ("AGM") of their corresponding Division.

For the Retiree Member, the Committee will notify the EBRPD Retiree Association contact of any vacancies and request letters of interest to be submitted to the Committee for consideration. The representative and Alternate shall be selected by a majority vote of the Committee.

Alternates

Each group shall designate an alternate representative ("Alternate") in case of absence of the primary Member. Alternates are encouraged to attend all meetings and will be granted voting authority in the event the primary group Member is absent. Alternates are not considered Members except that they may provide a proxy vote in the absence of the primary group Member.

RESPONSIBILITIES OF COMMITTEE MEMBERS AND OFFICERS

The Committee has the delegated authority to amend the Bylaws, adopt rules, regulations, or procedures consistent with the Bylaws and the Plan Document. Approval from the General Manager or designee will be required for any changes made to the Plan Document.

Election of Officers

The Officers ("Officer") of the Committee shall be the Chair, Vice-Chair, and a Secretary. The Chair and the Vice-Chair shall be elected by a majority vote of the Members of the Committee. The Secretary is a non-voting Officer of the committee and shall be assigned by the Chief Human Resource Officer, or designee. Elections shall be held annually at the February regularly scheduled meeting.

The Chair shall be elected in the even numbered years for a two (2) year term, beginning in February 2020. The Vice-Chair shall be elected in the odd numbered years for a two (2) year term beginning in February 2021.

Only in the year 2020, the office of the Chair shall be elected for a two (2) year term and the Vice-Chair shall be elected for a one (1) year term to create staggered terms. In the year 2021 and thereafter, the Vice-Chair shall be elected for a two (2) year term in the odd years, and the Chair shall be elected for a two (2) year term in the even years.

Vacancies of the Chair or Vice-Chair shall be filled for the remainder of the unexpired term by a majority vote of the Committee.

Duties and Responsibilities of Officers

The Chair will preside at all the meetings of the Committee and perform other duties as required by EBRPD or by order of the Committee. In the absence of the Chair, the Vice-Chair shall assume all duties and responsibilities. In the event of the absence of the Chair and Vice-Chair, the Committee shall elect one of its Members as Chair Pro Tempore to preside over the meeting. Alternates may not serve as Officers.

The Secretary shall perform the following duties:

- Attend all meetings and standing subcommittee meetings of the Committee and keep a record or minutes of all that transpires at such meetings
- Keep custody of all books, records and papers of the Committee and certify true copies whenever necessary
- Maintain current contact information for all Members and Alternates
- Provide administrative support to the Chair and Vice Chair as needed

In the absence of the Secretary, the Chair shall assign the duties to a Member or Alternate of the Committee.

Meeting Attendance

Meetings shall be reasonably scheduled to allow all representatives to attend. Should a Member be absent, their designated Alternate may cast a proxy vote.

Each Member will be allowed one (1) excused absence per year. Absences may be excused for the following reasons:

- Injury or illness of the Member or the Member's immediate family member.
- Death of a relative
- Performance as required by urgent EBRPD business
- Performance of official duties as authorized by the Committee
- Jury duty or required court appearance
- Other reason for which the Committee finds there exists good cause

Excessive absences (more than 2 per year) by a Member or Alternate may result in removal from the Committee by majority vote of the Committee.

Vacancies

Any of the following will constitute a vacancy:

- Passing of a Committee member
- Resignation of a Committee member
- Member is convicted of a felony or of any offense involving a violation of his or her official duties

- Member withdraws all funds from their ICMA account or is determined to no longer participate in the plan
- Member is no longer a designated representative of the group

Any appointed Member or Alternate who becomes ineligible or unable to serve, shall resign from the Committee by submitting a letter to the Chair and to their group indicating the effective date of their resignation.

Member and Alternate vacancies on the Committee shall be filled by the appropriate governing body prior to the next quarterly meeting, or as soon as practical. Until such time as the appointment is filled, the Alternate may serve as a voting Member for the group.

MEETINGS

Quorum

A quorum to conduct official business shall consist of three (3) Members of the Committee. In the absence of all Members of the Committee from any meeting the Secretary may adjourn the meeting.

The Committee may act by motion for matters of routine administrative nature, but an affirmative vote of at least three (3) Members shall be necessary for all decisions of the Committee. All votes shall be by Aye, Nay, or Abstain, and shall be entered by the Secretary in the minutes.

Agenda and Order of Business

At least fifteen (15) business days in advance of the quarterly Committee meetings, the Secretary shall email all Members and Alternates to request any agenda items be submitted within five (5) business days. Agendas and any related documents will be emailed to all Members and Alternates of the Committee and posted on the Recordkeeper's EBRPD's designated website at least five (5) business days before the regularly scheduled meeting, whenever possible.

The regular order of business shall be conducted in accordance with the agenda prepared for the meeting. The Committee may rearrange the order of the items or matters listed on each meeting's agenda at the meeting or consider topics not on the agenda if the committee agrees and/or time allows.

Minutes

The Secretary shall prepare all meeting minutes and provide all members of the Committee a draft copy of the minutes within ten (10) business days following the meeting. Draft minutes will be attached to the agenda of the following meeting, and final approval of the minutes will be voted upon at the following meeting. Within ten (10) business days of approval, the Secretary shall submit a copy to the Recordkeeper for posting on the Recordkeeper's EBRPD's designated website.

COMMITTEE EDUCATION AND TRAVEL POLICIES

The Committee recognizes that education and training can support the proper fulfillment of their representative roles and fiduciary responsibilities. Educational expenses are paid from participant fees and therefore must be appropriate, relevant and demonstrate a benefit to Plan participants.

The core elements of the Committee's education program include the following:

- Fiduciary Training
- Ethics Training
- Legal/Regulatory Training
- Best Practices Training
- Plan Services & Administration
- Investment Training
- NAGDCA Agency Membership
- NAGDCA Annual Conference

Expenses related to training, including attendance of selected Committee members at the National Association of Government Defined Contribution Administrators (NAGDCA) will be reimbursed from the Administrative Allowance Account, if authorized in advance by the full Committee. Attendance to NAGDCA of Committee members will be considered annually and may be authorized by the Committee after consideration of budget availability and the best means to advance the subject knowledge of individual Committee members.

Planned expenses for travel and education will be evaluated through an annual budget as prepared by the Budget & Reserves Subcommittee.

SUBCOMMITTEES

The Committee shall have the power to create one or more subcommittees which shall serve at the pleasure of the Committee. The members of the subcommittees shall be appointed by the Chair with the approval of the Committee. Ad-hoc subcommittees may be established and dissolved as required by the Chair with the approval of the Committee. Quorum of Subcommittees will be two (2) Members.

Established standing subcommittees are:

- **Administrative Fee Subcommittee:** This Subcommittee reviews the status and activity related to the Administrative Fee Fund on a semi-annual basis, upon receipt from the Recordkeeper, and recommends to the full Committee the annual budget and proposed uses of the fund balance for the coming year. This Subcommittee develops, presents and recommends an annual budget to the full Committee. Upon approval the budget is forwarded to the Assistant General Manager of Finance and Management Services (or designee) who will be asked to authorize expenditures from the Administrative Fee

Account pursuant to the recommended budget. In considering the uses of the Administrative Fee Fund the Subcommittee and the full Committee will endeavor to determine, and propose, the expenditure of accrued funds that will best benefit all plan participants. These expenditures may include, but not be limited to:

- Returning the fund balance to participants on a pro-rata basis.
 - Third party review and/or audit of the fiduciary responsibilities involved in plan oversight, accounting and recordkeeping.
 - Outreach to participants to increase participation in the Deferred Compensation Plans and encourage full utilization of ICMA benefits, educational materials and financial advising.
 - Education of Committee members which may include workshops, classes and conferences specifically related to the oversight of defined contribution retirement plans.
- **Participant Education & Outreach:** Researches and develops activities, literature, events and other unique and engaging ways to educate participants on the benefits and services of the Plan with a goal of increasing enrollment and participant investment in the Plan.

OFFICE OF THE COMMITTEE:

The official office and mailing address of the Committee shall be:

East Bay Regional Park District Deferred Compensation Advisory Committee
Department of Human Resources, Benefits Manager
2950 Peralta Oaks Court
Oakland, CA 94605

Approved: 02/09/2022

Signed:

Chair: _____

Vice-Chair: _____

Secretary: _____