



**City of Atlanta and Atlanta Public Schools General Employees' Pension Plan
Administration Committee Bylaws
As Amended May 19, 2021**

PREAMBLE

Pursuant to applicable law, and specifically the Georgia State Constitution, the Official Code of Georgia and the City of Atlanta Code of Ordinances (the "Code"), the City of Atlanta maintains three pension plans: the General Employees' Pension plan, the Police Officers' Pension plan, and the Firefighters' Pension plan. Code §6-141, §6-281, and §6-421 establish one board of members with authority to implement the provisions of the three pension plans, which is referred to as the City of Atlanta Defined Benefit Pension Plan Investment Board (hereinafter the "Investment Board"). The Investment Board is directed by Code §6-141(d), §6-281(d), and §6-421(d) to create the three Administration Committees, one for each of the separate pension plans.

It is pursuant to this authority under the Code that the Investment Board established these bylaws (the "Bylaws") as rules under which the City of Atlanta and Atlanta Public Schools General Employees' Pension Plan Administration Committee (the "Committee") operates to administer the General Employees' Pension plan (the "Plan"). These Bylaws may be amended at any time in accordance with Paragraph 5.1 below.

ARTICLE I

Office and Address

- 1.1 The principal office of the Committee is the current administrative local presence of the current third party administrator retained by the Investment Board (the "Administrator").
- 1.2 To the extent applicable, the Committee's legal situs or residence shall be Atlanta, Fulton County, Georgia.

ARTICLE II

Committee

- 2.1 General Powers. Pursuant to the Code, the Committee has the duty to manage the administrative duties and make all pension award decisions for the Plan. The Committee shall also have such other duties as may be assigned or delegated to the Committee from time to time by the Investment Board.
- 2.2 Membership. The membership of the Committee shall be determined in accordance with Chapter 6, Article II, Division 2, §6-141(d) of the Charter of the City of Atlanta.
- 2.3 Election, Replacement, Removal and Vacancies of Members to the Committee. The eligibility for election, elections, replacement, removal and vacancies of members of the Committee shall be governed by the City of Atlanta Defined Benefit Pension Plan Investment Board Bylaws, as they may be amended from time to time.

ARTICLE III

Officers

- 3.1 Designation. The officers of the Committee shall be a Chair and a Vice-Chair. The Chair and Vice-Chair shall be elected by majority vote of the Committee.
- 3.2 Chair. The Chair presides at all meetings and shall be responsible for overall planning, direction and control of the affairs and business of the Committee. The Chair shall sign official documents on behalf of the Committee to reflect the decisions of the Committee, and perform all other duties as authorized by the Committee. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Committee from time to time, or which shall be required by applicable law.
- 3.3 Vice-Chair. In the absence of the Chair, or in the event of her/his inability or refusal to act (such inability or refusal to be determined by a majority vote of the Committee excluding the Chair and Vice-Chair), the Vice-Chair shall perform the duties of the Chair, and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the actions of the Chair. The Vice-Chair shall perform such other duties as may be assigned from time to time by the Chair or by the Committee.
- 3.4 Administrator. The Administrator shall be (1) responsible for keeping a record of the proceedings of the Committee, including minutes of Committee meetings, (2) responsible for the election of members to the extent set forth in the Investment Board Bylaws, and (3) the custodian of all books, documents and other records submitted to the Committee. The Administrator shall perform such other duties as may be assigned from time to time by the Chair or by the Committee.

ARTICLE IV

Meetings of the Committee

- 4.1 Annual Meeting. The annual meeting of the Committee shall be held within the City of Atlanta during the month of January at the regularly scheduled meeting of the Committee. Newly elected members will be seated at this annual meeting.
- 4.2 Regular Meetings. The regular meetings of the Committee shall be held on the second Thursday of each month, in an appropriately designated room at Atlanta City Hall, 55 Trinity Avenue, Second Floor, Atlanta, Georgia 30303. The Committee, by majority vote, or the Chair, at her/his discretion, may reschedule or cancel a meeting. Notice to the public of the Committee's regularly scheduled meetings and any changes to the regularly scheduled meetings shall be made as required by the Georgia Open Meetings Act (O.C.G.A. §50-14-1, *et seq.*) (the "Georgia Open Meetings Act"). Committee members shall make best efforts to be present at meetings at least ten (10) minutes in advance of the meeting start time in order to allow for an efficiently run meeting and to ensure that the members able to attend the meeting are present for the full duration of the meeting.
- 4.3 Committee Meetings. The Committee shall meet monthly to consider service pension and disability pension applications for Plan participants. All committee meetings shall be conducted in accordance with the requirements of the Georgia Open Meetings Act.
- 4.4 Special Called Meetings. Special called meetings of the Committee may be convened at the call of the Chair or Vice-Chair, in the absence of the Chair, or by petition of majority vote of the members. Members shall be given at least twenty-four (24) hours' notice prior to any special meeting to the extent practicable. The notice for any special meeting will be posted as required by the Georgia Open Meetings Act.
- 4.5 Meetings by Teleconference; Attendance by Teleconference.
 - 4.5.1 As long as a quorum is achieved in person at a meeting, a member may participate in a meeting of the Committee by teleconference if necessary due to reasons of health or absence from the jurisdiction; provided that absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a member's physical presence, no member may participate by teleconference more than twice in one calendar year. Such written opinion shall be provided to the Chair in advance of any meeting for which the member intends to participate by teleconference.
 - 4.5.2 Under circumstances necessitated by emergency conditions involving public safety or the preservation of property or public services, the Committee may meet by means of teleconference so long as proper notice is

provided and means are afforded for the public to have simultaneous access to the teleconference meeting.

4.6 Applicability of Georgia Open Meetings Act, Georgia Open Records Act and Georgia Records Act. All meetings of the Committee, including regular, special called and executive session meetings, shall be conducted in accordance with the requirements of the Georgia Open Meetings Act. All minutes and records created, maintained and received by the Plan, the Committee, the Administrator or by individual members, during the performance of activities related to the Committee and the Plan are subject to the requirements of the Georgia Open Meetings Act, Georgia Open Records Act (O.C.G.A. §50-18-70 *et seq.*) (the “Georgia Open Records Act”) and Georgia Records Act (O.C.G.A. §50-18-90 *et seq.*) (the “Georgia Records Act”).

4.7 Agenda for Meetings.

4.7.1 The Chair shall establish the proposed agenda for meetings of the Committee. The proposed agenda shall be distributed to the members at least fourteen (14) days prior to the meeting date. The members shall have seven (7) days from the date that the proposed agenda was distributed to provide agenda suggestions to the Chair. Members who do not provide changes to the proposed agenda to the Secretary and the Chair within such seven (7)-day period are considered to have approved the proposed agenda as distributed.

4.7.2 To the extent practicable, the Chair or Administrator shall distribute the agenda and supporting materials to the members at least seven (7) days prior to the meeting date. For good order, and unless the Committee by majority elects to modify the agenda, no item shall be eligible for consideration by the Committee unless it was included on the agenda distributed to the Committee in the time frame provided hereunder.

4.7.3 The Committee shall make the agenda for its meetings available to the public as required by the Georgia Open Meetings Act.

4.8 Conduct of Meetings.

4.8.1 Public Meetings. Meetings of the Committee shall be open to the public and held and conducted in accordance with the Georgia Open Meetings Act. Meetings of the Committee may only be closed to the public as permitted by applicable law.

4.8.2 Presiding Officer. The Chair shall preside at all meetings, and the Vice-Chair shall preside in the absence of the Chair. If both the Chair and Vice-Chair are not present, the remaining members shall vote to elect a temporary presiding officer for that meeting.

4.8.3 Quorum; Voting and Official Action. Five (5) members shall constitute a quorum of the Committee, which shall be required to convene a meeting. However, in the event that a member position is vacant, a quorum shall consist of 50%-plus-one of the remaining members until the vacancy has been filled. Whenever a quorum is not achieved, the Committee may receive reports, information, and/or presentations, but cannot take official action. When a quorum is achieved, the minimum requirement for Committee action shall be the affirmative vote of the majority of the number of members constituting a quorum. Such number of votes shall be considered a “majority vote” of the Committee for purposes of these Bylaws and any requirements of applicable law. Official action by the Committee shall only be by majority vote of the members once a quorum is achieved. Individual members may only act on behalf of the Committee or Plan or bind the Committee or Plan if a specific delegation is made for that purpose by a majority vote of the Committee.

See also Paragraph 4.11 for achievement of a quorum where a member has a conflict of interest.

4.8.4 Executive Session. The Committee may enter into an executive session as authorized by the Georgia Open Meetings Act. Specifically, the Committee may hold an executive session regarding pending or threatened litigation, investment securities trading, investment portfolio positions and composition, or for any other purposes permitted under the Georgia Open Meetings Act. The individual presiding over the executive session shall execute an affidavit as required by the Georgia Open Meetings Act.

4.8.5 Parliamentary Procedure. The rules of parliamentary practice set forth in Robert’s Rules of Order, Newly Revised, shall be used at all meetings of the Committee and shall govern in the event that these Bylaws or applicable laws are silent on a matter.

4.8.6 Decorum. Attendees at meetings of the Committee, including members of the public and members, shall conduct themselves in a courteous manner and shall refrain from actions that disrupt the meeting or prevent the conduct of the business of the Committee. It shall be the duty of the Chair, or other presiding officer in the event of the absence of the Chair, to maintain decorum during meetings of the Committee. Any individual may be removed from a meeting for causing a disruption or preventing the Committee from conducting business.

4.9 Minutes. The Administrator shall prepare draft meeting minutes in accordance with the requirements of the Georgia Open Meetings Act and other applicable laws. The minutes shall be considered final on approval by a majority vote of the Committee at the next regularly scheduled meeting where a quorum is achieved. The Administrator shall maintain the official minutes of the meetings.

4.10 Public Participation.

4.10.1 Attendance and participation by members of the Plan at meetings is encouraged. All persons not otherwise scheduled to appear and who wish to appear before the Committee shall sign up to speak at the beginning of the meeting with the Chair. Public comment shall be limited to two (2) minutes per person unless otherwise authorized at the discretion of the Chair.

4.10.2 In the event that a time limit has been placed upon public comment by the Chair pursuant to Paragraph 4.10.1 above, such limit shall not apply to Committee members in connection with such public comment.

4.10.3 Any member may question any person speaking. No other person at a meeting will be permitted to question any speaker, unless the Chair grants permission.

4.10.4 Any party who wishes to be added to the agenda is asked to contact the Chair at least seven (7) days prior to a meeting and identify the matter to be placed on the agenda. The Chair reserves the right to add items and parties to the agenda when less than seven (7) days' notice is given.

4.11 Conflicts of Interest Code; Code of Ethics; Recusal; Exclusive Benefit.

4.11.1 The Committee and each individual member on the Committee are subject to the applicable provisions and requirements of the conflicts of interests provisions of the Code, §5-401-§5-403, *et seq.* as well as the ethics provisions and requirements set forth in §2-801 through §2-823, *et seq* of the Code. The Committee and each individual member on the Committee shall act in a manner consistent with these requirements.

4.11.2 Each member of the Committee shall complete an annual Ethics Disclosure as required by §2-814 of the Code.

4.11.3 When the Committee is to vote upon any matter about which a member has a conflict of interest that member shall disclose such conflict of interest for the record and shall recuse her/himself without further comment from both the deliberations and vote on that matter.

4.11.4 The Code specifically prohibits any assets or resources of the Plan from being used for, or diverted to, purposes other than for the exclusive benefits of the employees who participate in the Plan, unless otherwise specifically provided for in the Code. The Committee and the individual members shall act in a manner consistent with this requirement.

4.12 Committee Education, Costs and Expenses. Committee members are encouraged to attend educational sessions or conferences reasonably calculated to better prepare them in the discharge of their duties under the Plan and applicable Georgia law. Normal and customary costs and expenses for educational conferences,

seminars or programs shall be paid by the Plan upon prior approval of the Committee (which may be given by electronic consent). Committee members will be reimbursed for reasonable expenses incurred for the travel, and training in accordance with the Investment Board reimbursement policy. Committee members and Plan staff shall be reimbursed only for such expenses properly and actually incurred for attending approved educational conferences, seminars or programs in the performance of their duties for the Plan. The Plan will not reimburse expenses incurred related to any personal use.

- 4.13 Transparency and Website. All meetings of the Committee must be televised on City Channel 26 or its equivalent. In addition, the Investment Board's website must include the names and resumes of Committee members, the terms of each of their appointments, notices of all regularly scheduled Committee meetings, approved minutes of all Committee meetings, and Committee bylaws.

ARTICLE V

Miscellaneous Provisions

- 5.1 Amendment of Bylaws. The Bylaws of the Committee shall be subject to amendment, correction, or repeal by a majority vote of the members of the Investment Board.
- 5.2 Legal Construction. Nothing contained herein shall be construed in a manner that is inconsistent with any laws of the City of Atlanta, the State of Georgia, or the United States.
- 5.3 State and Local Statutes Applicable to the Committee. As of the date of the adoption of these Bylaws, the Plan and the Committee are subject to the following laws, as applicable:
- 5.3.1 State of Georgia Constitution
- 5.3.2 State of Georgia, Georgia Official Code:
- Investment Authority Law, §47-20, Article 7, et seq.
 - Records Act, §50-18-90, et seq.
 - Open Records Act, §50-18-70, et seq.
 - Open Meeting Act, §50-14-1, et seq.
 - Duties of Members, § 47-20-5 and § 53-12-240
- 5.3.3 City of Atlanta Code of Ordinances:
- Ethics, §2-801 through §2-823.

- Conflicts of Interest, §5-401 - §5-403.
- Pensions Code, Part I, Subpart B, Chapter 6 (the Pensions Code is set forth in the Atlanta City Charter)
- Exclusive Benefit Rule, §6-100.
- Legal Representation, §6-37(s).

The above list of applicable laws is not intended to be an exclusive list. The Plan, the Committee and its individual members of the Committee may also be subject to laws that are not specifically referenced in these Bylaws. The absence of a reference to applicable laws, rules, and regulations in these Bylaws, or to changes in laws, rules or regulations made subsequent to the date these Bylaws are adopted, shall not negate or mitigate the Committee's and its individual members' obligations to comply with all applicable laws, rules and regulations.

- 5.4 Conflicts. If a conflict is determined to exist between a provision of these Bylaws and any provision of the Investment Board Bylaws any law of the City of Atlanta, the State of Georgia, or the United States, the provisions of any such provision of the Investment Board Bylaws or law shall supersede a conflicting provision in these Bylaws.
- 5.5 Appeals from Decisions of the Committee. Pursuant to Code §6-142(b), a decision of the Committee to award or deny a service pension or a disability pension must be appealed to the Investment Board in writing within 14 days of the decision being appealed. The decision of the Investment Board after the hearing shall be final and shall be provided to the individual appealing in writing; provided, however, that such final decision shall be subject to review by writ of certiorari to the Superior Court of Fulton County.
- 5.6 Legal Representation. The City of Atlanta Department of Law shall provide legal representation to the Committee as provided by Code §6-37(r). The Committee may retain additional legal counsel at its discretion by a majority vote of the Committee.
- 5.7 Reporting Violations. Nothing in the Bylaws or in any applicable policy and procedure of the Plan prohibits personnel of the Plan from reporting possible violations of law or regulation to any governmental agency or entity, including but not limited to the Department of Justice and the Securities and Exchange Commission, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Personnel of the Plan do not need prior authorization from the Committee to make any such reports or disclosures and are not required to notify the Committee that such reports or disclosures were made.