

**BYLAWS OF THE
DEFINED CONTRIBUTION COMMITTEE
OF SAN BERNARDINO COUNTY**

**401(k) & 401(a) DEFINED CONTRIBUTION PLANS, 457(b)
DEFERRED COMPENSATION PLAN, RETIREMENT MEDICAL
TRUST PLAN and PST DEFERRED COMPENSATION RETIREMENT
PLAN (collectively, the “Defined Contribution Plans” or the “Plans”)**

Defined Contribution Committee Mission Statement and Purpose

It is the intent of the San Bernardino County (“County”) Defined Contribution Committee to fulfill its fiduciary responsibilities with respect to the Plans solely in the interest of the participants and beneficiaries and encourage retirement readiness by providing a vehicle for and encouraging additional savings to supplement the retirement benefits provided to employees.

The Committee members, as fiduciaries, are to perform their duties with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use.

**ARTICLE I
DEFINED CONTRIBUTION COMMITTEE**

Section 100. Committee Name

The official body referred to in these Bylaws is the San Bernardino County Defined Contribution Committee (“Defined Contribution Committee” or the “Committee”).

Section 101. Committee Address

The official mailing address of the Committee is:

Defined Contribution Committee
Human Resources
Employee Benefits and Services Division
175 W. 5th Street, 1st Floor
San Bernardino, California 92415-0440

Section 102. Committee Members

The Defined Contribution Committee consists of nine members, as follows:

- County Chief Executive Officer (“County CEO”);
- County Director of Human Resources;
- Chief Executive Officer of the San Bernardino County Employees Retirement Association (“SBCERA”);

- County Auditor-Controller/Treasurer/Tax Collector;
- Three members appointed by the County CEO (“County CEO Appointed Member”);
- One member appointed by Teamsters Local 1932; and
- One member appointed by the Sheriff’s Employees’ Benefit Association (“SEBA”).

The County CEO, Director of Human Resources, Chief Executive Officer of SBCERA and Auditor-Controller/Treasurer/Tax Collector are collectively and individually referred to as the “Position Appointed Member(s).”

Teamsters Local 1932 and SEBA are collectively referred to as the “Employee Associations.”

Section 103. Alternates

Other than the three County CEO Appointed Members, each member may have one alternate member. The alternate member must be a member of the office/department or Employee Association of the appointing member except that the County CEO may appoint an alternate who is not a member of the County CEO’s office.

An alternate member may attend and participate in all meetings, but an alternate member may not vote when the primary member is present.

In the absence of the primary member, the alternate member will have all rights, powers, privileges, liabilities and duties established by these Bylaws when attending a meeting, or conducting business as directed by that member.

Section 104. Term

Each Position Appointed Member shall serve by virtue of and only so long as that member holds the identified position.

County CEO Appointed Members serve at the pleasure of the County CEO. The County CEO may remove and replace any of the three County CEO Appointed Members at any time upon thirty (30) days’ written notice to the Committee and the member.

Designated representatives of the Employee Associations may remove and replace a member of the Committee representing labor at any time upon thirty (30) days’ written notice to the Committee and the member.

Section 105. Resignation of Members

County CEO Appointed Members may resign at any time by giving thirty (30) days' written notice to the Committee and County CEO.

Section 106. Vacancies on the Committee

Vacancies on the Committee will occur upon the happening of any of the following events:

- a. Resignation/termination of County employment by a Position Appointed Member.
- b. Resignation from the Committee by a County CEO Appointed Member.
- c. Removal of a CEO Appointed Member by the County CEO.
- d. A member ceases to discharge the member's duties for a period of three (3) consecutive quarters except when prevented by sickness or with the consent of the Committee.
- e. A member fails to complete the requisite education and ethics training after being notified by the Plan Administrator.
- f. A member is convicted of a felony or any other offense involving a violation of the member's official duties.
- g. The decision of a competent court declaring void the member's appointment.
- h. The death of a member.

Section 107. Duties of Committee Members

The Committee members shall, as fiduciaries to the Plans, advise the Plan Administrator and the Board of Supervisors on all matters of policy affecting the Plans including, but not limited to, the following:

- a. Establish and periodically review the Committee's policy statements;
- b. Determine all matters regarding the Plan documents;
- c. Perform quarterly reviews of the Plans' investment options;
- d. Approve changes to the Plans' investment option menu as appropriate;
- e. Recommend selection of investment providers, record keepers, and/or administrative services providers;
- f. Recommend selection of consultants;
- g. Establish Ad-Hoc Subcommittees as appropriate to facilitate the operation of the Plans;
- h. Oversee participant communication and education activities; and
- i. Ensure that all Committee members complete comprehensive fiduciary and ethics training.

Section 108. Authority Regarding the Bylaws

The Committee has the delegated authority from the County Board of Supervisors to amend these Bylaws by a majority vote.

Section 109. Indemnification

The County shall defend, indemnify and hold harmless the members of the Committee and other employees and former employees acting for and on behalf of the Plans (“Indemnitees”) to the fullest extent permitted by law, from and against any and all liabilities, demands, claims, losses, costs and expenses, including reasonable attorneys’ fees, arising out of, relating to, or resulting from any action, inaction or conduct relating to membership on the Committee or for the management and administration of the Plans unless Indemnitee’s action, inaction or conduct arise out of, relate to, or result from Indemnitee’s gross negligence, bad faith, willful misconduct, or a willful violation of law including, but not limited to, a breach of fiduciary duty.

ARTICLE II
GOVERNANCE AND ADMINISTRATION OF COMMITTEE MEETINGS

Section 200. Committee Chair

The Committee is responsible for the election of the Chair and Vice-Chair of the Committee annually at the first meeting of each calendar year. In the absence of the Chair, the Vice-Chair shall act as the Chair; or in the absence of both the Chair and the Vice-Chair, the remaining members of the Committee shall select a temporary Chair by majority vote at the beginning of the meeting.

Section 201. Powers and Duties of Chair

The Chair shall preside at all meetings of the Committee and shall perform such other duties as may be required either by the Board of Supervisors, the County CEO or by order of the Committee.

Section 202. Committee Plan Administrator

The Plan Administrator of the Committee shall be the Benefits Chief, Human Resources, Employee Benefits and Services Division, San Bernardino County. The Plan Administrator is not a voting member of the Committee.

Section 203. Duties of Plan Administrator

The Plan Administrator, at the direction of the Committee, shall have the following duties:

- a. Schedule quarterly meetings of the Defined Contribution Committee and the Investment Subcommittee.
- b. Schedule special meetings as ordered by the Committee and Investment Subcommittee.
- c. Prepare and serve agendas to the Committee, Investment Subcommittee

- and Ad-Hoc Subcommittee members.
- d. Post agendas for and provide notice of meetings as required pursuant to the Ralph M. Brown Act (California Government Code § 54950 *et seq.*) (“Brown Act”).
 - e. Attend all meetings of the Committee, Investment Subcommittee and Ad-Hoc Subcommittees, and keep a record or minutes of all that transpires at such meetings.
 - f. Keep and have custody of all books, records and papers of the Committee, Investment Subcommittee and Ad-Hoc Subcommittees.
 - g. Perform all duties as required by the Committee, Investment Subcommittee and Ad-Hoc Subcommittees.
 - h. Communicate the Defined Contribution Plans to employees.
 - i. Coordinate Plan provider/County employee meeting schedule.
 - j. Authority to sign legal agreements with approved Plan providers, in accordance with the authorization and designation by the Board of Supervisors, including minor Plan amendments.
 - k. Day to day administration, including approval of Plan participation agreements and preliminary evaluation of unforeseeable emergencies.
 - l. Maintain related Plan documents.

Section 204. Meeting Place of the Committee

Except as otherwise provided by the Committee from time to time, the regular meeting place of the Committee shall be in the Citrus Room, 5th Floor, Government Center, 385 North Arrowhead Avenue, San Bernardino, California.

Section 205. Quorum for Committee

A quorum to do business shall consist of five (5) members of the Committee, but a lesser number may constitute a quorum for the purpose of adjourning a meeting or adjourning a meeting to a stated time.

Section 206. Meeting Schedules and Compliance with Brown Act

All Regular and Special meetings shall be called, held and conducted in accordance with the Brown Act.

206.1: Regular Meetings: Regular Meetings of the Committee shall be held quarterly in February, May, August and November unless otherwise scheduled by the Committee. Notice and an agenda of Regular Meetings shall be posted at least seventy-two (72) hours before each Regular Meeting in a location that is freely accessible to members of the public.

Notification of matters to be presented to the Committee shall be given or delivered to the Plan Administrator at least seven (7) business days in advance of the Committee’s Regular Meeting.

Items may be listed on the agenda identifying a specific timeslot. Such listing means that the item shall be heard as soon as reasonably possible after the specified time.

- 206.2:** Special Meetings: Special Meetings of the Committee may be called at any time by the Chair, or by a majority of Committee members, whenever in their opinion the business of the Committee requires it, and upon such notice as required by law. Notice of a Special Meeting shall specify the time, place, and the business to be conducted or transacted at the meeting and shall be delivered by the Plan Administrator to Committee members at least 24 hours before the time of the Special Meeting specified in the notice.

Section 207. Public Comment

- 207.1:** Matters Not on the Agenda: Members of the public may comment on any items not appearing on the agenda at the time the Committee takes up “Public Comment,” as shown on the agenda. No person shall be permitted to speak unless that person is recognized by the Chair and given permission by the Chair to speak.
- 207.2:** Matters on the Agenda: For items appearing on the agenda, the public is invited to make comments at the time the item comes up for Committee consideration and before any motion is adopted relating to the merits of the matter to be heard. Upon being recognized by the Chair, such person may speak or present evidence relevant to the matter being heard.
- 207.3:** Right to Speak: No person shall be denied the right to speak because that person declines to disclose the individual’s name, address or telephone number. Committee members who wish to ask questions of members of the public or of each other may do so, but only after being recognized by the Chair.
- 207.4:** Time Limits: Persons addressing the Committee will be limited to a maximum of five (5) minutes for an individual and ten (10) minutes for a group. However, the Chair has the discretion to extend such time as the Chair finds reasonable under the circumstances or may further limit the time if the time anticipated to complete the agenda is unusually long.

Section 208. Procedure

Except as otherwise provided by the Committee, the procedure to be followed by the

Committee at its meetings shall be that set forth in “Robert’s Rules of Order.” The Committee may act by resolution or motion, and an affirmative vote of a majority of those members in attendance shall be necessary to approve any such resolution or motion.

Section 209. Order of Business

At Committee meetings, the regular order of business shall be conducted in accordance with the agenda prepared for the meeting. The Chair may modify or rearrange the order of the items or matters listed on each meeting’s agenda at any meeting.

ARTICLE III
INVESTMENT SUBCOMMITTEE

Section 300. Investment Subcommittee

An Investment Subcommittee is hereby established.

Section 301. Members of Investment Subcommittee

The Investment Subcommittee shall consist of four Committee members, as follows:

- County CEO;
- Chief Executive Officer of SBCERA;
- County Auditor-Controller/Treasurer/Tax Collector; and
- One Committee member appointed by the Committee.

Section 302. Chair and Assistant Chair of Investment Subcommittee

The Committee shall appoint a Chair and an Assistant Chair of the Investment Subcommittee.

ARTICLE IV
INVESTMENT SUBCOMMITTEE MEETINGS

But for the provisions below, the Investment Subcommittee shall adhere to the same public notification and meeting requirements of the Defined Contribution Committee as described in **Sections 206 to 209**, above.

Section 400. Meeting Place of the Investment Subcommittee

Except as otherwise provided by the Committee from time to time, the regular meeting place of the Investment Subcommittee shall be in the Human Resources Conference Room, 157 W. 5th Street, First Floor, San Bernardino, California.

Section 401. Quorum for Investment Subcommittee

A quorum to conduct Investment Subcommittee business shall consist of three (3) members, but a lesser number may constitute a quorum for the purpose of adjourning a meeting. In any case in which the Investment Subcommittee takes action on any matter with only three (3) members present, the Investment Subcommittee's report to the Committee shall reflect the number of members actually voting.

Section 402. Attendance

Each Investment Subcommittee member shall attend meetings of the Investment Subcommittee as scheduled. If an Investment Subcommittee member fails to attend three (3) consecutive meetings, the Committee may appoint a replacement member.

ARTICLE V
AD-HOC SUBCOMMITTEES

The Committee shall have the power to create one or more Ad-Hoc Subcommittees for the purpose of furthering the objectives of the Committee and shall serve at the pleasure of the Committee. All Committee members are eligible to serve on an Ad-Hoc Subcommittee. All Ad-Hoc Subcommittees are limited to no more than four Committee members.

Section 500. Attendance

Each member of an Ad-Hoc Subcommittee shall attend meetings of the Ad-Hoc Subcommittee as scheduled. If an Ad-Hoc Subcommittee member fails to attend three (3) consecutive meetings, the Chair may appoint a replacement member.