

**BYLAWS OF THE
DEFERRED COMPENSATION COMMITTEE
OF THE CITY OF POMONA**

**DEFINED CONTRIBUTION PLAN, 457 PLAN
and
PST DEFERRED COMPENSATION RETIREMENT PLAN**

**ARTICLE I
THE COMMITTEE**

Section 100. Name of the Committee

The official body referred to in these Bylaws shall be known and referred to as the "Deferred Compensation Committee" or, in the alternative, the "Committee."

Section 101. Office of the Committee

The official mailing address of the Committee shall be:

Deferred Compensation Committee
City of Pomona – Human Resources
505 S. Garey Avenue
Pomona CA 91766

Section 102. 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 at the City of Pomona, 505 S. Garey Ave, Pomona, CA

Section 103. Number of Members

The number of members of the Committee and their appointment shall be as set by the City of Pomona Defined Contribution, Deferred Compensation Trust Plan Documents.

Pursuant to the City of Pomona Defined Contribution, Deferred Compensation and PST Deferred Compensation Retirement Plan Documents, there shall be a Deferred Compensation Committee consisting of eleven members, consisting of the following positions:

- Plan Administrator (Human Resources / Risk Management Director),
- Finance Director,
- City Treasurer,
- Two at-large members appointed by the Plan Administrator,
- One retiree currently in the Plan,
- One member appointed by the City Manager to represent non-represented employees, and
- One member for each of the representative employee groups. The represented employee groups consist of Pomona City Employees Associations (PCEA), Pomona Police Officers Association (PPOA), Pomona Police Management Association (PPMA), and the Pomona Mid Management City Employees Association (PMMCEA).

- Each member representing employee groups must have been an active participant in the Plan for at least one year prior to appointment and be a contributor throughout appointment on the committee.
- Each employee group will also have an alternate who will be expected to attend meetings in the absence of the representative.
- The Plan Administrator (Human Resources / Risk Management Director), Finance Director, and City Treasurer shall name his/her alternate.
- The Committee will be chaired by the Human Resources/Risk Management Director as Plan Administrator.

Section 104. Vacancies in Office

Vacancies in the office of a member of the Committee shall occur upon the happening of any of the following events:

- a. Resignation of the member
- b. The member ceases to discharge the duties of his or her office for a period of three (3) consecutive quarters except when prevented by sickness or with the consent of the Committee
- c. The member being convicted of a felony or of any offense involving a violation of his or her official duties
- d. The refusal or neglect of the member to file his or her official oath or bond, if such is required by law, within the time prescribed by law
- e. The making of an order vacating the member's office or declaring his or her office vacant when he or she fails to furnish any additional or supplemental bond if such is required by law
- f. The decision of a competent tribunal declaring void the member's appointment
- g. The death of a member
- h. Any inability to carry out duties

Following any of the above occurrences, the respective group shall be requested to, and shall, appoint a replacement representative.

ARTICLE II
OFFICIATE

Section 200. Officiate

The Committee meetings shall be officiated by a Chair.

Section 201. Qualifications of Chair

The Chair of the Committee shall be the Human Resources / Risk Management Director (Plan Administrator).

Section 202. Powers and Duties of Chair

The Chair shall have the following powers and duties:

- a. Preside at all meetings of the Committee and at all hearings conducted by the Committee

- b. May determine the terms of office of the Committee members
- c. Schedule annual quarterly meetings of the Deferred Compensation Committee
- d. Schedule special meetings as necessitated by the Committee
- e. Serve meeting notices to the Committee members
- f. Perform such other duties as may be required either by the City of Pomona or by order of the Committee

Section 203. Secretary

The Secretary of the Committee shall be assigned by the Plan Administrator which is the Human Resources / Risk Management Director of the City of Pomona.

Section 204. Duties of Secretary

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

- a. Attend all meetings and hearings of the Committee, and keep a record or minutes of all that transpires at such meetings or hearings
- b. Attend all meetings of subcommittees, and keep a record or minutes of all that transpires at such meetings
- c. Keep and have custody of all books, records and papers of the Committee.
- d. Perform all duties as required by the Committee

ARTICLE III
MEETINGS

Section 300. Regular Meetings

Meetings of the Committee shall be held quarterly in February, May, August and November. Notice of meeting times and place will be set at least 72 hours in advance of the meeting. The Committee is not subject to the Brown Act.

Section 301. 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. The notice of a special meeting shall specify the time, place, and the business to be conducted or transacted at the meeting.

Section 302. Quorum

A quorum to do business shall consist of six (6) 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 303. 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 motion, but an affirmative vote of at least six (6) members shall be necessary for all decisions of the Committee except that an affirmative vote of a majority of those members in attendance shall be necessary in matters of a routine administrative nature and in matters of adjournment.

Matters of a routine administrative nature do not include amendment of these Bylaws, adoption of Committee policies, or matters requiring the expenditure or disbursement of funds.

Section 304. Ayes and Noes

All voting by Committee members shall be by "ayes" and "noes," and shall be entered by the Secretary in the meeting minutes. Upon request of any member of the Committee, a roll call vote shall be taken on any matter upon which a vote is called, and shall be recorded by the Secretary in the meeting minutes.

Section 305. Order of Business

At Committee meetings, the regular order of business shall be conducted in accordance with the agenda prepared for the meeting. The Committee may modify or rearrange the order of the items or matters listed on each meeting's agenda at any meeting. The Committee may, from time to time, accept a new or revised agenda and order of business with such agenda topics as may be convenient or desirable for the conduct of Committee business.

Section 306. Matters for Agenda

Notification of matters to be presented to the Committee shall be given or delivered to the Secretary at least seven (7) business days in advance of the Committee meeting. Agendas shall be available to committee members at least 3 business days before each regularly scheduled meeting.

ARTICLE IV
SUBCOMMITTEES

Section 400. 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.

Section 402. Quorum for Subcommittees

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

Section 403. Officiate

Each subcommittee shall have a Chair, and such other officers as may be required who shall be elected by, and serve at the pleasure of, the subcommittee. Such officers shall have such powers and duties as the subcommittee may from time to time determine.

Section 404. Ad Hoc Subcommittees

The Chair of the Committee shall have the power, with the approval of the Committee, to appoint such ad hoc subcommittees as are necessary for the purpose of furthering the objectives of the Committee.

Section 405. Attendance

Each member of a subcommittee shall attend meetings of the subcommittee as scheduled. If a member of a subcommittee fails to attend two (2) consecutive meetings, the member may be replaced by appointment of a replacement member by the Chair of the Committee with the approval of the Committee, or, in the case of absence from two (2) consecutive meetings of an ad hoc subcommittee, the replacement member may be appointed by the Chair.

IN WITNESS WHEREOF, the City of Pomona has adopted these Bylaws and caused this instrument to be executed by its officers duly authorized, the 25th day of February, 2014.

CITY OF POMONA

BY: *Linda Matthews*
Human Resources/Risk Management Director
Deferred Compensation Plan Administrator