

**BYLAWS  
OF THE 457(b) GOVERNANCE COMMITTEE  
OF  
ST. MARY'S COUNTY**

**Article I**

**NAME**

The name of this organization as established by the Commissioners of St. Mary's County shall be the 457(b) Governance Committee of St. Mary's County (hereinafter "Body").

**Article II**

**PURPOSE OF THE BODY**

The role of the Committee is to review all aspects of the Plan including, but not limited to, costs, services, and investment options and shall have the authority to establish, execute and interpret an investment policy statement for the Plan. The Committee shall be responsible for the prudent management of the St. Mary's County 457(b) plan. The Committee shall be authorized to retain professional advisors to assist in the fulfillment of its responsibilities, including the development of an Investment Policy for the Plan. This Committee is not responsible for decisions related to plan design as this responsibility lies with the Plan Sponsor.

**Article III**

**FUNCTIONS OF THE BODY**

To accomplish its purpose, the Body shall meet regularly, consider and act on the following related to the 457(b) Plan:

1. Management of the St. Mary's County 457(b) Plan;
2. Establishment, Execution, and Interpretation of an investment policy statement for the St. Mary's County 457(b) Plan Portfolio; and
3. Selection and retention of professional advisors to the St. Mary's County 457(b) Plan as necessary.

The Body shall report annually to the Commissioners of St. Mary's County.

## **Article IV**

### **MEMBERSHIP**

#### ***Section 1. Members.***

Membership shall be in accordance with the legal authority governing the Body.

#### ***Section 2. Appointment.***

All Body members shall be appointed by the Commissioners of St. Mary's County unless otherwise provided by the legal authority governing the Body.

#### ***Section 3. Tenure and Term of Office.***

Terms of office shall be in accordance with the legal authority governing the Body.

#### ***Section 4. Voting.***

Each voting member, except the Department of Human Resources Director, shall be entitled to one vote on each matter submitted to a vote.

#### ***Section 5. Attendance at meetings.***

Members are expected to attend all meetings. If any appointed member fails to attend two (2) consecutive regular meetings, with or without reasonable cause, or is absent from 50% of the regularly scheduled meetings during any calendar year, the Chairperson shall be notified of the absences, for appropriate action pursuant to paragraph 7 below.

#### ***Section 6. Removal of Body Members***

A member may be removed with or without cause by the Commissioners of St. Mary's County.

#### ***Section 7. Resignation.***

Any member desiring to resign shall submit a resignation in writing to the County Administrator.

#### ***Section 8. Vacancies.***

A vacancy, because of death, resignation, removal, disqualification or otherwise, shall be filled at the pleasure of the Commissioners of St. Mary's County.

#### ***Section 9. Compensation.***

Members of the Body shall serve without compensation.

***Section 10. Ethics Ordinance.***

All members must adhere to the provisions of the St. Mary's County Public Ethics Ordinance.

**Article V  
OFFICERS**

***Section 1. Officers.***

The Officers of the Body shall be a Chairperson and Secretary.

***Section 2. Chairperson of the Body.***

Except as otherwise provided by law or direction of the Commissioners of St. Mary's County, the Chairperson shall (1) preside at all meetings; (2) set the agenda for the meetings; (3) appoint all committees and subcommittees authorized by the members; (4) sign any document or instrument which the members have authorized to be executed; and (5) in general shall perform all duties as may be prescribed by the members from time to time.

***Section 3. Secretary***

Except as otherwise provided by law or direction of the Commissioners of St. Mary's County, the Secretary shall be responsible for keeping minutes of the transactions of the Body and shall be the official custodian of records of the Body. The Secretary, along with the Chairperson, shall execute all official contracts of the Body.

***Section 4. Designation of Officers.***

Except as otherwise provided by law or direction of the Commissioners of St. Mary's County, the County Administrator shall be the Chairperson of the Committee. The Director of the Department of Human Resources shall be the Secretary of the Committee.

**Article VI**

**EMPLOYEE PLAN PARTICIPANT MEMBERS**

***Section 1. Membership***

Membership shall be in accordance with the legal authority governing the Body.

***Section 2. Appointment***

As provided for in the legal authority governing the Body, three (3) Employee Plan Participants shall be appointed by the Commissioners of St. Mary's County from nominees selected by participants in the 457(b) deferred compensation plan.

***Section 3. Nominations***

Nominees shall be employees that participate in the 457(b) deferred compensation plan. Nominees shall be determined by a general election held amongst participants in the 457(b) deferred compensation plan.

***Section 4. Elections***

A general election shall be held to determine the nominees who may be appointed to the Committee by the Commissioners of St. Mary's County. Each participant in the 457(b) deferred compensation plan is eligible to vote for a nominee. Each eligible participant is entitled to one vote.

**COMMITTEES**

The members may, from time to time, establish subcommittees to study specific matters and report to the full forum.

**Article VII**

**MEETINGS**

***Section 1. Regular Meetings.***

Regular meetings of the members shall be held at least quarterly. A schedule of regular meetings for each calendar year shall be adopted prior to the commencement of the calendar year.

***Section 2. Special Meetings.***

Special meetings may be scheduled by a majority vote of the members or called by the Chairperson, and shall be called by the Chairperson upon the written request of the majority of the Body.

***Section 3. Notice***

Written or electronic notice of all regular meetings shall be provided to each member at least seven (7) calendar days prior to the date set for such meeting. Written or electronic notice of all special meetings shall be provided to each member at least seven (4) calendar days prior to the date set for such meeting.

***Section 4. Recessed Meetings.***

Any regular or special meeting may be recessed upon a majority vote of the members and may be reconvened without additional notice provided that the date, time and place at which the meeting shall be reconvened is determined and announced in open session at the time of the recess.

***Section 5. Open Meetings Act.***

All meetings, including meetings of committees and subcommittees, shall be scheduled and conducted in accordance with the St. Mary's County Open Meetings Act. No closed session may take place except upon the advice of the Office of the County Attorney.

***Section 6. Agenda.***

The Chairperson shall ensure an agenda is prepared for each regular and special meeting and the agenda shall, in general, be as follows:

1. Call to Order
2. Roll call to determine the presence of a quorum
3. Presentation of minutes from the previous meeting
4. Presentation of Officers' and Committee Reports
5. Discussion of Old Business
6. Discussion of New Business
7. Adjournment

***Section 7. Quorum and Voting.***

Except as otherwise provided by law or direction of the Commissioners of St. Mary's County, a majority of the members established in accordance with the legal authority governing the Body shall constitute a quorum for the transaction of business at any meeting. All decisions shall be made by majority vote of the members present, including the Chairperson, at any meeting where a quorum is present and able to participate in the decision.

**Article VIII**

**PARLIAMENTARY AUTHORITY**

The "Rules of Order for St. Mary County Boards and Commissions," as amended from time to time, shall govern meetings unless inconsistent with these bylaws and any special rules of order. If such rules are not in force and effect, and except as otherwise provided by law or direction of the Commissioners of St. Mary's County, the rules contained in the current edition of Robert's Rules of Order Newly Revised, including the provisions of §49 entitled "Procedure in Small Boards," shall govern; provided, however, that all motions must be stated and shall require a second. The Chairperson shall rule on all parliamentary matters. No proceeding or action shall be deemed invalid on the sole basis that the proceeding occurred or the action was taken without compliance with rules of order.

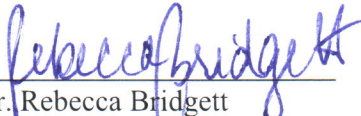
**Article IX**

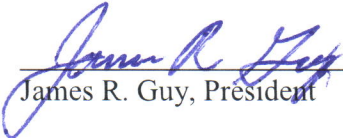
**AMENDMENTS**

These Bylaws may be amended by the Commissioners of St. Mary's County.


**ADOPTED** by the Commissioners of St. Mary's County this 9 day of July, 2019, to be effective on July 23, 2019.

ATTEST:

  
\_\_\_\_\_  
Dr. Rebecca Bridgett  
County Administrator

By:   
\_\_\_\_\_  
James R. Guy, President

APPROVED AS TO FORM AND  
LEGAL SUFFICIENCY:

  
\_\_\_\_\_  
David A. Weiskopf, County Attorney