

**Deferred Compensation Committee  
of the City and County of Denver**

**COMMITTEE BYLAWS**

**Approved and adopted by the Deferred Compensation Committee  
on 11/22/16**

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**Deferred Compensation Committee  
of the City and County of Denver**

**COMMITTEE BYLAWS**

**ARTICLE 1 – SCOPE OF BYLAWS**

These Bylaws of the Deferred Compensation Committee of the City and County of Denver, having been duly adopted, and as may be amended from time to time by the Deferred Compensation Committee (“Committee”) as provided for herein, shall govern all actions of the Committee.

The Power and Authority of the Committee shall rest in the Committee as a whole, and shall not be exercised by any person or persons without the prior approval of the Committee.

**ARTICLE 2 – DEFINITION OF TERMS**

For purposes of these Bylaws:

- a. Committee: The term “Committee” shall mean the Deferred Compensation Committee of the City and County of Denver.
- b. Committee Member: The Term “Committee Member”, or “Committee Members” shall be a reference to all members of the Committee, including both “Voting Members” and “Ex-Officio” members appointed pursuant to Denver’s Revised Municipal Code (“**D.R.M.C.**”) § 18-436(a), as may be amended from time to time.
- c. Voting Member: The term “Voting Member” shall mean any of the nine (9) voting members of the Committee, duly appointed by the Mayor and Denver City Council in accordance with D.R.M.C § 18-436.
- d. Ex-Officio Member: The term “Ex-Officio Member” shall mean the City Attorney’s designee, serving as an ex-officio non-voting member as authorized pursuant to DRMC § 18-436(a).
- e. Regular Meeting: The term “Regular Meeting” shall mean any quarterly, monthly or other periodic meeting of the Committee which shall take place on a regular periodic basis.
- f. Special Meeting: The term “Special Meeting” shall mean any meeting of the Committee, duly called and noticed under the terms of these Bylaws, which is not a Regular Meeting.

## **ARTICLE 3 – MEETINGS OF THE COMMITTEE**

### **Section 1 – Location of Meetings**

All meetings of the Committee shall be held within the City and County of Denver at a specific location as may be designated by the Committee or the Committee Chairman from time to time.

### **Section 2 – Open Meetings**

All meetings, except for executive sessions, of the Deferred Compensation Committee shall be open to the public in accordance with D.R.M.C. § 2-23 et. seq., as amended.

### **Section 3 – Annual Meeting**

The Committee shall hold an annual meeting every year in January or as soon as administratively practical. Officers may be elected (Chairman, Vice-Chairman, Secretary and any other officers to be appointed pursuant to these Bylaws) along with the transaction of such other business pending before the Committee. The Chairman shall designate the date, time, and place of the annual meeting. If officers are not elected at the annual meeting, the Committee shall hold the elections at a Regular or Special Meeting of the Committee as soon as is administratively practical.

### **Section 4 – Regular Meetings**

The date, time, and place of Regular Meetings may be called by the Chairman or set by the affirmative vote of five (5) Voting Members at any meeting. The Committee may transact any business, which may come before the Committee during any Regular Meeting.

If a Voting Member fails to attend three Regular Meetings within any one-year period of time, the Committee may recommend to the appointing authority (Mayor or City Council) that such Voting Member be replaced.

### **Section 5 – Special Meetings**

Special Meetings of the Committee, for any purpose or purposes, may be called by the Chairman of the Committee or any five (5) Voting Members of the Committee, and shall be held on such date and at such time and place as the Chairman or Committee may determine

Only those matters that are specified in the notice of the Special Meeting may be considered or voted at such meeting.

## **Section 6 – Notice of Meetings**

All Committee meetings, except executive sessions, shall be open to the public and shall be held only after notice (date, time, place, and purpose) thereof is given to the public, and to Committee Members not less than forty-eight (48) hours in advance of such meeting; and:

- a. Such public notice shall include prominent posting at the main office of the City and County of Denver’s Department of Finance, and on the main floor of the Webb Municipal Building; and
- b. Such public notice shall also be filed with and posted on a bulletin board located in a conspicuous place accessible to the public on the first floor of the City and County Building at Colfax Avenue and Bannock Street, Denver, Colorado; and
- c. A copy of the notice shall be delivered to the office of the City Council.
- d. Such notice may also be posted on the City and County of Denver’s Department of Finance 457 Deferred Compensation web site, third party providers web sites, and any other place which may afford notice to employees and participants.
- e. Notice posted pursuant to this provision shall include but not be limited to the date, time and place of the meeting and a general description of the subjects to be discussed.

## **Section 7 – Waiver of Notice**

Committee Members may waive notice of any meeting. The attendance of a Committee Member at a meeting shall constitute a waiver of notice of such meeting, except where a Committee Member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Whenever notice is required to be given to any Committee Member, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. A waiver of notice in writing need only state that notice is waived and should identify the meeting to which it applies. .

## **Section 8 – Adjournment of Meeting**

Except as may otherwise be provided in these Bylaws, once a meeting of the Committee has convened, such meeting shall adjourn upon motion and not be adjourned to another

time or place without the consent of a majority of the Voting Members present. Nothing in this paragraph shall interfere with the ability of the Committee to properly convene a new meeting at another time or location provided that such meeting is called and noticed in accordance with the provisions of these Bylaws.

### **Section 9 – Quorum**

The Committee may convene a meeting with three or more Voting Members present at the Commencement of such meeting. The Committee may not transact any business or take any official action without a quorum of Voting Members present.

A majority of the Voting Members appointed to the Committee shall constitute a quorum for the transaction of any business at any meeting of the Committee.

### **Section 10 – Order of Business at Meetings (Agenda)**

Unless a motion to the contrary is duly made, seconded and approved by the Committee at any meeting, each such meeting of the Committee shall follow an order of business as follows:

- a. Determination of a quorum. The names of the Committee Members present at a meeting shall be set forth in the minutes of each meeting.
- b. Proof of due notice of the meeting by the Secretary of the meeting (if in issue, and if available).
- c. Review and disposition of unapproved minutes from prior meetings.
- d. Public comment (at the discretion and subject to any conditions and limitations set by the Chairman or the Officer or Committee Member chairing the meeting).
- e. Disposition of unfinished business by a Committee Member.
- f. Presentation and disposition of new business by a Committee Member.
- g. The setting of a date, time, and place for the next meeting.
- h. Adjournment

### **Section 11 – Motions**

All actions of the Committee shall be offered by a Committee Member in the form of a motion which shall be seconded by a Voting Member. Motions may be offered verbally or in written form, and shall be considered to have been formally offered for consideration when seconded by a Voting Member. Discussion of the proposed motion

may occur at any time during the proceedings. Each motion offered for consideration shall be recorded in the minutes of the meeting. Motions offered in written form shall be attached to, and become a part of, the minutes of the meeting.

### **Section 12 – Voting**

At every meeting of the Committee, each Voting Member present shall have the right to cast one vote on each question or motion and never more than one vote. The vote of the majority of Voting Members present shall decide any question or motion brought before such meeting unless specified otherwise elsewhere in these Bylaws.

Voting by the Members of the Committee may be by voice vote unless the presiding officer shall direct, or any five (5) Voting Members of the Committee shall demand, a vote by secret ballot. In the case of a vote by ballot, the Secretary of the meeting shall provide ballots to each voting Member, in any format acceptable to the Members, at the time such vote is taken. The ballots shall be collected and counted by two (2) Committee Members who shall be appointed by the Chairman, with the consent of the Committee. Once the ballots have been counted and the result disclosed to the Committee, such ballots shall be destroyed by the Secretary unless otherwise directed by the Committee.

On all actions taken by a voice vote of the Voting Members, the Secretary, shall record the names of the Voting Members voting, and their vote.

The act of the majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the Committee unless otherwise specified in these Bylaws.

### **Section 13 – Meetings by Telecommunication.**

Any or all of the Committee Members may (at the discretion of the Chairman) participate in any Committee meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present at the meeting for all purposes.

### **Section 14 – Other Procedural Questions Not Herein Addressed**

Questions of parliamentary procedure not covered by these Bylaws shall be governed by Robert's Rules of Order, 11<sup>th</sup> edition.

## **Article 4 - RECORD OF PROCEEDINGS AND OTHER COMMITTEE INFORMATION**

### **Section 1 – Reference to Participants**

No Committee Member shall disclose publicly or privately, any information pertaining to a particular Plan participant. During meetings, all Committee Members shall refrain from

disclosing the name of a particular Plan participant or any other information pertaining to a participant or than participant's contributions or earnings in the Plan.

## **Section 2 - Minutes and Other Records**

The Committee shall keep correct and complete minutes of all meetings, reports of sub-committees, audit reports, correspondence of the Committee, and any other records of the Committee, and shall keep a correct and current record of the names, addresses, and phone numbers of each of the Committee Members. All books and records of the Committee may be inspected by any Committee Member for any proper purpose at any reasonable time. No person other than a Committee Member shall be allowed access to information of any kind which allows that person to identify a particular Plan participant or participants of the Plan.

## **ARTICLE 5 – OFFICERS**

### **Section 1 – Designation of Officers of the Committee**

The officers of the Committee shall be a Chairman, Vice-Chairman, and a Secretary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Committee from the Committee Members.

Each of the officers of the Committee shall be elected annually by the Committee, as provided for in these Bylaws, and shall serve at the pleasure of the Committee. Any officer may be removed from office at any time by action of the Committee whenever, in its judgment, the best interest of the Committee would be served thereby.

Each elected officer shall take office immediately upon being elected to such office and shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until the officer resigns or is removed in the manner herein provided.

The offices of Chairman, Vice-Chairman and Secretary, or any combination thereof, may not be held by the same person.

### **Section 2 – Committee Chairman**

The Committee Chairman may also be referred to as the “Chair”, shall be the chief executive officer of the Committee. The Committee Chairman shall preside at all meetings of the Committee and shall see that all orders and motions of the Committee are carried into effect. The Committee Chairman shall execute all authorized writings in the name of the Committee except where the signing and execution thereof shall be expressly delegated by the Committee to some other person. The Committee Chairman shall have the power to appoint sub-committees from time to time as the Committee Chairman may in his or her discretion decide, or as the Committee may direct, and as may be appropriate to assist in the conduct of the affairs of the Committee, and shall be an ex-officio member of all such sub-committees.



### **Section 3 – Committee Vice-Chairman**

The Vice-Chairman may also be referred to as the “Vice-Chair”, and shall perform the duties of the Committee Chairman, as described in Section 2 of this Article 5, in the event that the Committee Chairman is absent or otherwise unable to perform such duties.

### **Section 4 – Committee Secretary**

The Committee Secretary may also be referred to as the “Secretary”, and shall keep the minutes of all meetings of the Committee and shall be the custodian of all of the books and records of the Committee, unless the Committee designates a different person to perform such duties. The Committee Secretary shall, in general, perform all duties incident to the office of Secretary. The Committee Secretary may designate any person to assist in performing the duties of Committee Secretary as set forth in these Bylaws. However, final responsibility for the performance of those duties rests with the Committee Secretary.

In the event the Committee Secretary is unavailable or unable to perform the duties of Committee Secretary at any meeting of the Committee, the Committee may designate any person to perform such duties as acting secretary at such meeting.

The Committee Secretary, or the Committee Secretary’s designee, shall maintain a list of Committee Members’ names, addresses, email address, and telephone numbers for the purpose of giving proper notice with regard to meetings. The Committee Secretary shall update such information regularly, and shall provide an updated list of such names, addresses, email addresses, and telephone numbers to each Committee Member whenever such information is updated.

In addition, the Committee Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the Committee from time to time.

## **ARTICLE 6 – AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Committee at any meeting , provided, however, that these Bylaws may not be altered, amended, or repealed except by an affirmative vote of at least the simple majority of the Voting Members then in office

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Passed and ratified by unanimous vote at a meeting of the Deferred Compensation Committee of the City and County of Denver on 11/22/16.

Witness my hand on this 22 day of November, 2016.

  
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Susan Judah,  
Committee Secretary,  
Deferred Compensation Committee