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KENTUCKY RETIREMENT SYSTEMS

BOARD OF TRUSTEES

STATEMENT OF BYLAWS AND COMMITTEE ORGANIZATION

As Amended: June 5, 2023

Section 1.1 GENERAL ADMINISTRATION.

This Statement of Bylaws and Committee Organization of the Board of Trustees of the Kentucky Retirement Systems is adopted pursuant to the authority of KRS 61.645. State and Federal law shall control any inconsistency that exists or may exist between the law and this Statement of Bylaws and Committee Organization.

a. **Definitions.**

1. AAC: "AAC" refers to the Joint CERS and Kentucky Retirement Systems Administrative Appeals Committee.
2. Board: "The Board" refers to the Board of Trustees of the Kentucky Retirement Systems.
3. Board Year: The Board Year shall be from April 1 of each calendar year through March 31 of the following year.
4. Bylaws: "Bylaws" refers to the Statement of Bylaws and Committee Organization.
5. CEO: "CEO" refers to Kentucky Retirement Systems' Chief Executive Officer, as outlined in KRS 61.645 (9).
6. CERS: refers to the County Employees Retirement System
7. CIO: "CIO" refers to the KPPA Executive Director Office of Investments.
8. Committee member: "Committee member" or "member" used in relation to a Committee refers to a member of the Board of Trustees of the Kentucky Retirement Systems serving on its Standing or *ad hoc* Committees.
9. DAC: "DAC" refers to the Joint CERS and Kentucky Retirement Systems' Disability Appeals Committee.
10. KPPA: "KPPA" refers to the Kentucky Public Pensions Authority.
11. KRS: "KRS" refers to the Kentucky Revised Statutes.
12. Member: "Member" or "members" used in relation to individuals participating in a system (or systems) administered by the Kentucky Retirement Systems refers to individuals who are active members (i.e., currently participating as an employee), inactive members (i.e., formerly participated as an employee, but is not currently participating as an employee, has not retired, and has not taken a refund), or retired.
13. Retirement Office: "Retirement Office" refers to the offices of the KPPA located at 1260 Louisville Road, Frankfort, Kentucky 40601.

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14. Take action on: "Take action on" used in relation to the Board refers a motion being made, seconded, and voted upon by the Board in compliance with Robert's Rules of Order. [RONR (11th ed., as amended)].

15. Trustee: "Trustee" refers to a member of the Board of Trustees of the Kentucky Retirement Systems.

b. **Quorum; Parliamentary Authority.**

1. Board of Trustees: As required by KRS 61.645(8)(c), a majority of the trustees shall constitute a quorum and all actions taken by the Board shall be by affirmativevote of a majority of the trustees present.

2. Committees of the Board of Trustees: A majority of the trustees on any Committee of the Board appointed pursuant to Sections 2.1-2.5 of these Bylaws shall constitute a quorum of the Committee and all actions taken by the Committee shall be by affirmative vote of a majority of the Committee trustees present.

3. The most recent edition of Robert's Rules of Order shall be the parliamentary authority [RONR (11th ed., as amended)], except that if any Committee of the Board is comprised of five (5) or more trustees, the Committee shall not constitute a quorum of the Board and the Board shall be required to take action on all preliminary decisions made by the Committee, unless otherwise specified by these Bylaws.

c. **Meetings.** Meetings of the Board and its Committees shall be conducted consistent with the Open Meetings Act, KRS 61.805 to 61.850. The Open Meetings Act shall control if any inconsistency exists between the Open Meetings Act and these Bylaws.

d. **Annual Meeting.** The annual meeting of the Board shall be held on the third Thursday of April of each Board Year.

e. **Regular Meetings.** The Board shall determine and approve, on an annual basis in advance, no later than the preceding December Board of Trustees' meeting, the following years' regular Board and Committee meeting schedule. This provision shall not apply to the Joint Disability Appeals Committee and Joint Administrative Appeals Committee meetings. Those meeting dates will be determined at committee meetings.

f. **Special Meetings.**

1. Special meetings of the Board shall be held upon the call of the Chair of the Board or the CEO.

2. Special meetings of a Standing or *ad hoc* Committee of the Board of Trustees shall be held upon the call of the Committee Chair or the CEO.

3. A trustee may request that the CEO, Chair of the Board (in the case of a special meeting of the Board), or Committee Chair (in the case of a special meeting of a Committee) call a special meeting by email or other written means. Upon receipt of email or other written requests to call a special meeting from a majority of the trustees, the CEO, Board Chair, or Committee Chair shall call the requested special meeting.

g. **Notice of Meetings.**

1. Regular Meetings. Notice of a regular meeting of the Board shall be posted at least

ten (10) days (inclusive of weekends and holidays) before the meeting is scheduled. The notice of a regular meeting shall include the date, time, and location of the meeting, and the agenda for the meeting. The agenda shall be determined under the direction of and approval by the Chair of the Board. Changes or revisions to the agenda may be proposed by the CEO or a trustee; provided such proposal shallbe delivered to the Chair for approval not less than ninety-six (96) hours before the meeting is scheduled; and further provided that nothing in this sentence shall deprive a trustee from introducing new items of business during a regular meeting. Approved changes or revisions to the agenda shall be posted not less than seventy-two (72) hours before the meeting is scheduled.

2. Special Meetings. When circumstances warrant a special meeting of the Board or of a Committee, notice shall be posted as soon as reasonably possible, but not less than twenty-four (24) hours before the meeting is scheduled. The notice of a special meeting shall include the date, time, and location of the special meeting and the agenda for the meeting. Discussions and action at the meeting shall be limited to items listed on the agenda in the notice.

h. **Change in Meeting Dates.** Any regular or special meeting of the Board may be changed by following the procedure prescribed in these Bylaws for calling special meetings.

i. **Records of Proceedings.** All official acts of the Board shall be recorded in the minutes of the regular or special meeting at which the action was approved or adopted. The CEO shall cause the minutes to be transcribed and presented for approval or amendment at the next regular meeting. An electronic copy (certified by the Chair and the CEO) shall be on file in the Retirement Office for public inspection and posted on the KPPA website. Electronic copies are maintained on the KPPA Website for Board and Committee actions. Copies that have been archived from the website are available on request.

j. **Chair and Vice-Chair of the Board.** The Board shall elect a Chair and a Vice-Chair at each annual meeting to hold office for the ensuing Board Year or until their successors are elected. The Chair shall not serve more than four (4) consecutive years as Chair or Vice-Chair (in combination) of the Board. The Vice-Chair shall not serve more than four (4) consecutive years as Chair or Vice-Chair (in combination) of the Board. A trustee who has served four (4) consecutive years as Chair or Vice-Chair of the Board may be elected Chair or Vice-Chair of the Board after an absence of two (2) years from both positions.

k. **Committees.** The Board may create Committees with such powers and duties as established by the Board. The Chair of the Board, unless otherwise stipulated or determined by the Board, shall appoint the members of each Standing or *ad hoc* Committee, and such appointments shall be recorded in the minutes of the current or next-following regular Board meeting. Committee members shall serve concurrently with the appointing Chair.

l. **Conflicts of Interest.**

1. Trustees shall file a statement of financial disclosure with the Executive Branch Ethics Commission within thirty (30) days of taking office.

2. Trustees shall also file a statement of financial disclosure by April 15 of each

calendar year, and within thirty (30) days following departure from office as a trustee, or as otherwise provided by law.

3. Trustees shall also file a written conflict of interest statement as required pursuant to the Kentucky Retirement Systems' Conflict of Interest Policy.

m. **Confidentiality.** Trustees shall file a written confidentiality statement as required by the Kentucky Retirement Systems' Confidentiality Policy.

n. **Travel Policy Guidelines.**

1. All travel for official business of Kentucky Retirement Systems must be done in accordance with the requirements of and be consistent with KRS Chapter 45A and the Kentucky Retirement Systems' Board of Trustees Per Diem and Reimbursement Policy.

2. No more than four (4) trustees may be passengers in the same common carrier. A Maximum of one (1) executive staff of the Kentucky Retirement Systems may be a passenger in the same common carrier.

3. To avoid an accidental violation of Kentucky Open Meetings Laws, other than for scheduled meetings, no more than four (4) Trustees may attend the same off-site conference, training, etc., at the same time. The CEO, or his or her designee, shall review Trustee travel requests to coordinate attendance and avoid noncompliance with Kentucky Open Meetings Laws.

o. **Election Policy Guidelines.** All elections for elected trustees of the Board must be conducted in accordance with the provisions of KRS 61.645, 105 KAR 1:445 and the Kentucky Retirement Systems' Board of Trustees Election Policy and Procedures adopted by the Board.

p. **Violations of Board Policies and Guidelines.** If a complaint is made that a trustee violated these Bylaws or any policy approved by the Board, the Board shall follow the procedure found in the Conflict of Interest Policy in investigating the complaint.

Section 1.2 BOARD RESPONSIBILITIES.

a. The Board shall make and maintain Bylaws.

b. The Board shall appoint a CEO and fix the CEO's salary.

c. The Board shall appoint a General Counsel and fix the General Counsel's compensation.

d. The Board shall adopt a Personnel Management policy to outline the job descriptions, qualifications, education, and skills for both the CEO and the General Counsel. This policy should also describe recruitment strategies, performance evaluations, and succession planning for these two positions.

e. The Board may act on contracts for rental of office space, and professional services, including, but not limited to, the auditor, and legal counsel in accordance with the requirements of the Commonwealth of Kentucky Model Procurement Act (KRS Chapter 45A).

f. The Board shall consider and take action on changes to administrative regulations proposed by the staff of the Kentucky Retirement Systems or the KPPA.

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g. The Board shall consider and take action on its financial statements and external audits.

h. The Board shall consider and take action on the recommendations of all of its Committees, except that the AAC and DAC shall have the authority to act upon the recommendations and reports of the hearing officer on behalf of the Board in accordance with KRS Chapter 13B.

i. The Board shall work with an actuary, who shall be a Fellow of the Conference of Consulting Actuaries or a member of the American Academy of Actuaries. KPPA will select and contract with the actuary pursuant to KRS 61.645(2)(d) which allows the Board to carry out its obligations in accordance with KRS 61.670. The Board shall consider and act on the recommendations of its actuary.

j. The Board shall adopt contribution rates toward medical insurance premiums.

k. The Board shall provide oversight concerning programs and services for Kentucky Retirement Systems' members, beneficiaries, recipients, and participating employers.

l. The Board shall select candidates for each trustee ballot as provided in KRS 61.645 and 105 KAR 1:445.

m. The Board shall establish a formal trustee education program for all trustees of the Board, pursuant to the requirements of KRS 61.645(18) and 105 KAR 1:440, and ensure that CEO organizes process for this trustee education to occur.

n. The Board, and individual trustees, should ordinarily refer all news media inquiries to the CEO and/or the Board Chair, and should not speak on behalf of the Board or Kentucky Retirement Systems with the news media. However, nothing in this subsection is intended to prevent individual trustees from speaking to the media concerning their actions, opinions, and decisions as individual trustees.

o. The Board shall review the Kentucky Retirement Systems' biennial administrative budget and necessary budget amendments. The CEO (or designee) will schedule meetings, prepare budget documents and supporting schedules, and present them to Board members prior to the date of a meeting.

p. The Board shall review and investigate the employees whose names have been certified by the applicable authority to meet the criteria of KRS 61.592 and 105 KAR 1:130 for hazardous duty, and also those employees who have been so certified who are not, or who no longer are, working in a hazardous duty position. The Board shall take action on all such employees in accordance with KRS 61.592 and 105 KAR 1:130.

q. The Board shall collaborate with the KPPA on Business Continuity and Disaster Recovery to ensure that the Kentucky Retirement Systems' records and operations are adequately protected and that critical business operations will continue efficiently. The Board may rely on policies and procedures developed by the KPPA to address Business Continuity and Disaster Recovery issues. The Board Chair shall act as temporary CEO in the event the CEO is not available to perform duties outlined in these Bylaws.

Section 1.3 CEO RESPONSIBILITIES.

a. The CEO shall be responsible for working with the KPPA Executive Director to ensure compliance with Kentucky's Open Records laws. The CEO shall be responsible for designating a records custodian for the Kentucky Retirement Systems and the Board.

b. The CEO shall develop a biennial budget and necessary budget amendments for

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approval by the Board. The CEO will coordinate approved budget requests with the KPPA Executive Director to ensure that Kentucky Retirement Systems budget requests are integrated with the KPPA budget request for submission to the Governor's office. The CEO (or designee) shall present a budget-to-actual expenditure analysis to the Board at each regular quarterly meeting of the Board.

c. The CEO shall coordinate with the KPPA staff to ensure that information and record management is comprehensive and efficient, and shall ensure that a disaster recovery plan, continuity of operations plan, and policies to ensure cyber-security are developed and maintained.

d. The CEO shall be responsible for implementing a formal trustee education program for all trustees of the Board, pursuant to the requirements of KRS 61.645(18).

e. The CEO shall develop recommendations for improvements and revisions of Board policies and submit such revisions for Board approval. The CEO shall ensure that approved policies are implemented in conformance with statutes, regulations and Board policies.

f. The CEO shall collaborate with the KPPA legal staff to monitor litigation affecting Kentucky Retirement Systems' plans. The CEO and KPPA legal staff shall report significant developments to the Board.

g. The CEO shall act as legislative liaison, and represent the Board at legislative hearings and other legislative meetings. The CEO and KPPA Legal staff will review proposed legislation that is likely to affect the Kentucky Retirement Systems' plans or administrative management and advise the Board about pending legislation.

h. The CEO shall provide technical assistance to the members of the General Assembly, Governor's office, and state and local government officials, as well as members, recipients, and beneficiaries of the Kentucky Retirement Systems.

i. The CEO shall recommend legislative or regulatory changes and propose draft language.

j. The CEO shall work with the Executive Director of KPPA to obtain from the actuary any necessary actuarial analysis of legislation affecting the Kentucky Retirement Systems.

k. The CEO shall implement any statutory or regulatory changes and take appropriate action to conform to federal law. The CEO shall also collaborate with the KPPA Executive Director to monitor implementation of any changes designated as KPPA's responsibilities.

l. The CEO shall sign all documents necessary to promulgate or amend an administrative regulation on behalf of the Board as the head of the Kentucky Retirement Systems in accordance with KRS 13A.220.

m. The CEO shall communicate with the mass media and other agencies, entities or institutions, including responding to correspondence or inquiries addressed to the Board.

n. The CEO shall coordinate reciprocal benefits with the other state administered retirement systems in Kentucky.

o. In the case of emergency conditions that threaten the functioning of the Kentucky Retirement Systems, the preservation or protection Kentucky Retirement Systems' property or assets, vital data, or the health and safety of any person, and where a quorum of the Board is unavailable, the Executive Director may take actions necessary to prevent or mitigate the threat, even if a vote of the Board would otherwise be necessary to take such action. When a quorum of the Board becomes available, any such actions taken by the Executive Director shall be reviewed and ratified as necessary.

Section 2.1 STANDING COMMITTEES.

The Board shall have the Standing Committees specified in Section 2.2, each of them to have the duties and responsibilities as therein set forth, together with such other duties and responsibilities as the Board may by resolution determine. In each Board Year, the Chair, elected at the annual meeting, shall appoint trustees to Committees as specified in Section 2.2, unless otherwise determined by the Board. Each Committee shall have a Chair and the Board Chair shall appoint the Chair of each Committee, unless otherwise determined by the Board. A Committee may (but is not required to) elect a Vice-Chair from among its Committee members by a majority vote of the Committee. A Vice-Chair so elected shall preside at meetings of the Committee in the absence or inability to act of the Committee Chair. Any trustee may attend any meeting of any Committee of which he or she is not a Committee member, but shall not have a vote.

Section 2.2 STANDING COMMITTEES; DUTIES AND RESPONSIBILITIES.

The Standing Committees of the Board are, and shall have respective duties and responsibilities, as follows:

a. **Administrative Appeals Committee.** The Board shall collaborate with the CERS Board to develop a timely disability and administrative appeals process. The Board and the CERS Board will coordinate the Administrative Appeals process with two AAC between the two Boards. These AACs may be combined with the DACs, in compliance with KRS 61.645(16) and KRS 78.782(16). Consistent with the provisionsof KRS Chapter 13B, the AACs shall meet in alternate months, as needed, to act in matters of administrative appeals. Each Committee shall consist of three (3) members;however, the members appointed to one Committee may also serve from time to time

on the other Committee. One of the AAC shall consist of two (2) CERS Trustees and one (1) Kentucky Retirement Systems Trustee. The other AAC shall consist of one (1) CERS Trustee and two (2) Kentucky Retirement Systems Trustees. The Committees shall ensure that the laws governing Kentucky Retirement Systems are administered impartially and uniformly, and that the actions of the Kentucky Retirement Systems resulting in the appeal were correct and fair under the applicable statutes and regulations.

1. Committee Responsibilities. In matters of administrative appeals, the Committee members shall consider the administrative record, including the recommended order and any exceptions filed in compliance with KRS 13B.120. The Committee shall act on behalf of the entire Board as the agency head in making a final order of the Board in accordance with KRS 13B.120. The Committee may adopt the hearing officer's recommended order; or it may reject or modify, in whole or in part, the recommended order; or it may remand the matter, in whole or in part, to the hearing officer for further proceedings as appropriate; or it may act on cases properly remanded by a court of competent jurisdiction. The Committee may also recommend legislative changes to improve the administration of the benefits. Any recommended legislative changes shall be referred to the CEO for study.

2. KPPA Executive Director Office of Benefits Responsibilities. The KPPA Executive Director Office of Benefits or designated staff, in coordination with KPPA's Office of Legal Services staff, will coordinate meeting dates and determine which cases will be reviewed. Designated staff will compile the administrative records and distribute the files to the Committee members prior to each meeting. Staff may provide legal or technical advice to the Committee.

b. **Disability Appeals Committee.** The Board shall collaborate with the CERS Board to develop a timely disability and administrative appeals process. The Board and the CERS Board will coordinate the Disability Appeals process with two DAC between the two Boards. The DACs may be combined with the AACs, in compliance with KRS 61.645(16) and KRS 78.782(16). Consistent with the provisions of KRS Chapter 13B, the Committees shall meet in alternate months, as needed, to act in matters of disability appeals. Each Committee shall consist of three (3) members; however, the members appointed to one Committee may serve from time to time on the other Committee. One of the DAC shall consist of two (2) CERS Trustees and one (1) Kentucky Retirement Systems Trustee. The other DAC shall consist of one (1) CERS Trustee and two (2) Kentucky Retirement Systems Trustees. The Committees shall ensure that the disability retirement laws are administered impartially and uniformly, that all members of Kentucky Retirement Systems who apply for disability retirement benefits and qualify under the applicable statutes are approved for benefits and that the actions of the Kentucky Retirement Systems resulting in the appeal were correct and fair under the applicable statutes and regulations.

1. Committee Responsibilities. In matters of disability appeals, the Committee members shall consider the administrative record, including the recommended order and any exceptions filed in compliance with KRS 13B.120. The Committee shall act on behalf of the entire Board as the agency head in making a final order of the Board in accordance with KRS 13B.120. The Committee may adopt the

hearing officer's recommended order; or it may reject or modify, in whole or in part, the recommended order; or it may remand the matter, in whole or in part, to the hearing officer for further proceedings as appropriate; or it may act on cases properly remanded by a court of competent jurisdiction. The Committee may also recommend legislative changes to improve the administration of the benefits. Any recommended legislative changes shall be referred to the CEO for study.

2. KPPA Executive Director Office of Benefits Responsibilities. The KPPA Executive Director, Office of Benefits, or designated staff, in coordination with KPPA Office of Legal Services staff, will coordinate meeting dates and determine which cases will be reviewed. Designated staff will compile the administrative records and distribute the files to the Committee members prior to each meeting. Staff may provide legal or technical advice to the Committee.

d. **Investment Committee.** The Committee shall consist of five (5) members, as follows: (i) the three (3) trustees with investment experience appointed by the Governor pursuant to KRS 61.645(1)(c), (ii) one (1) trustee with retirement experience appointed by the Governor pursuant to KRS 61.645(1)(c) appointed by the Board Chair, and (iii) one (1) elected trustee pursuant to KRS 61.645(1)(a)-(b) appointed by the Board Chair.

1. Committee Responsibilities.

A. The Investment Committee shall have authority to implement the investment policies adopted by the Board, including without limitation the Board's Investment Policy Statement (pensions and health), and to recommend action on behalf of the Board on all investment-related matters, and to acquire, sell, safeguard, monitor, and manage the assets and securities of the several funds, subject to the Board's approval.

B. The Investment Committee will meet quarterly to review reports from investment staff, investment consultants, and investment managers with authority to convene additional meetings as circumstances require.

C. The Committee will monitor investment performance and management practices and make reports and recommendations to the Board. The Committee will recommend the selection and termination of investment managers, investment products, custodial relationship and investment consultants. The Committee will evaluate whether the Investment Policy, the investment activities, and management controls and processes continue to be consistent with meeting the Kentucky Retirement Systems' goals, and perform other duties specified in the Investment Policy Statement.

D. *Actuarial Subcommittee.*

1. The Chair of the Investment Committee shall appoint an Actuarial Subcommittee comprised of three (3) members, with the concurrence of the Board Chair as to each appointee, as follows: (i) one (1) trustee appointed by the Governor pursuant to KRS 61.645(1)(c); (ii) one (1) trustee elected by members of the Kentucky Employees Retirement System; (iii) one (1)

trustee elected by members of the State Police Retirement System. The Investment Committee Chair shall appoint a Chair of the Actuarial Subcommittee. The Actuarial Subcommittee will meet as necessary upon call of the Chair of the Actuarial Subcommittee.

2. Upon appointment, the Subcommittee will review and evaluate actuarial assumptions, funding methods and tables proposed by the actuary (including without limitation all economic, mortality, disability, etc. assumptions) for each system within Kentucky Retirement Systems that affect: (i) the annual determination of the actuarial valuation of assets and liabilities of thesystems within the meaning of KRS 61.670; (ii) the factors that apply to amounts payable to members (e.g., early commencement, commutation, repayment, etc.); and (iii) the actuarially recommended contribution rate foremployers required under KRS 61.510 to 61.692 and KRS 16.505 to 16.652,except as otherwise determined by law or regulation.

3. The Subcommittee will report its findings and recommendations of each such review or evaluation to the Investment Committee. Upon review and approval, the Investment Committee shall forward the results and its recommendations to the Board for ratification.

E. The Investment Committee may also recommend legislative changes to the Board to improve the administration of investment-related matters.

2. **KPPA Executive Director Office of Investments Responsibilities.**

A. KPPA Executive Director, Office of Investments, also known as the Chief Investment Officer (CIO), shall administer the assets of the Kentucky Retirement Systems consistent with the policies, guidelines, and limits established by the law, the Investment Committee and the Investment Policy Statement.

B. The CIO shall provide members of the Investment Committee with assessments of service providers and performance reports and shall have authority, subject to the approval of the Chair of the Investment Committee or the Chair of the Board of Trustees, to reduce or increase assets assigned to an investment manager that has already been hired..

C. The CIO shall identify issues for consideration by the Investment Committee and prepare recommendations regarding those issues.

D. The CIO shall recommend changes to the Investment Committee regarding service providers, statutes, policies or guidelines, as needed, to maintain a productive relationship between the investment program and its goals.

E. The CIO shall communicate with the mass media and other agencies, entities, or institutions regarding investment related issues.

3. **Investment Policy**. The "Investment Policy Statement" and the "Investment Procurement Policy" are hereby incorporated by reference.

4. **KPPA Executive Director Responsibilities.**

The Executive Director of the KPPA shall be responsible for KPPA executing all aspects of the KPPA duties including the management of the assets for Kentucky Retirement Systems and CERS in accordance with their Investment Policy Statements and their Funding Policies. The Executive Director will coordinate with the CEO and the Chair of the Investment Committee of the Kentucky Retirement Systems and the CEO and Chair of the Investment Committee of the CERS to insure they are able to fully satisfy their fiduciary responsibilities and monitor their assets by providing the required information and reports from the KPPA custodian and consultant(s) and access to and meeting with the employeesof the KPPA investment department,.

e. **Joint Kentucky Retirement Systems and CERS Retiree Health Plan Committee.** The Committee shall consist of four (4) Trustees total, two (2) Trustees appointed from the CERS Board by the CERS Chair and two (2) Trustees appointed from the Kentucky Retirement Systems Board by the Kentucky Retirement Systems' Chair. The Committee shall elect a Chair and Vice Chair and shall assist the Board in providing a group hospital and medical insurance plan for present and future recipients of a retirement allowance from the systems administered by Kentucky Retirement Systems as required by KRS 61.702.

1. **Committee Responsibilities.**

A. The Committee will meet quarterly to review reports from KPPA staff and retiree health insurance consultants with authority to convene additional meetings, as circumstances require.

B. The Committee will monitor retiree health insurance matters and make reports and recommendations to the Board. The Committee will evaluate retiree health insurance issues and obligations set forth in state and federal law. The Committee may, as deemed necessary, evaluate health insurance companies, health maintenance organizations, self-insurance proposals, and other ways of providing a group hospital and medical insurance plan for retired members as provided in KRS 61.702.

C. The Committee may negotiate and recommend appropriate contracts for execution by the Board, in accordance with the requirements of the Commonwealth of Kentucky Model Procurement Act (KRS 45A). The Committee may solicit reports and actuarial analyses in order to analyze issues regarding retiree health insurance. The Committee may also recommend legislative changes to improve the administration of retiree health insurance related matters. Any recommended legislative changes shall be referred to the CEO for study.

2. **KPPA Executive Director Responsibilities.** The KPPA Executive Director and designated staff will maintain and provide the Committee with necessary information to execute its responsibilities. The KPPA Executive Director or designated staff will provide advice regarding state and federal laws and

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regulations. Staff will identify issues for consideration by the Committee and prepare recommendations regarding those issues.

f. In addition to the duties and responsibilities described in this Section 2.2, each Standing Committee may develop appropriate additional policies and proposals to be ratified by the Board.

Section 2.3 DELEGATIONS OF AUTHORITY BY THE BOARD.

Delegation of Authority. Except as may be prohibited by or inconsistent with law, the Board may delegate to any Standing Committee of the Board any power, authority, duty, or responsibility conferred on the Board by law. In the case of any such delegation, the decision or action of the Committee within the scope of its delegated authority shall constitute the decision or action of the Board. The Board may at any time rescind the delegated authority as a whole or in part, except that a rescission of authority with respect to quasi-judicial matters delegated to a Committee shall not operate to affect the proceedings or the final action of any such matter pending before the Committee when the Board acts to rescind. This exception is designed to preclude the Board from using its authority to rescind a delegation to interfere with the process or outcome of a quasi-judicial proceeding then in progress before a Committee which had properly commenced the proceeding within the scope of its authority.

Section 2.4 *AD HOC* COMMITTEES.

In addition to the Standing Committees specified in Section 2.2, the Chair or the Board may at any time establish an *ad hoc* Committee of the Board and fix its duties and responsibilities for any purpose which, in the judgment of the Chair or the Board, is better served by a temporary rather than Standing Committee. Each such Committee shall consist of such number of members as the Chair shall determine, and the Chair shall also then appoint the Chair and designate the other members of the Committee, unless otherwise determined by the Board.

Section 2.5 LIMITATIONS ON AUTHORITY.

No Committee shall have any power or authority, nor shall the Board delegate to itself, power or authority, as to any of the following:

a. The amendment or repeal of any Board resolution.

b. Action on other matters committed by Board resolution or by Kentucky law (including the common law of trusts respecting the delegation or the non-delegation of fiduciary responsibilities) to the Board under terms or provisions that make such action non-delegable.

Section 2.6 AMENDMENT OF BYLAWS.

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a voteof a majority of the entire membership of the Board. The Board shall be provided a copy of the proposed changes at least fifteen (15) calendar days prior to the meeting of the Boardof Trustees where this vote shall be taken.

Section 3.0 CERTIFICATION OF STATEMENT OF BYLAWS AND COMMITTEE ORGANIZATION.

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We, the Chair of the Board of Trustees and the Chief Executive Officer of the Kentucky Retirement Systems, do certify that this Statement of Bylaws and Committee Organization was approved and adopted by the Board on the 5th day of June, 2023.

Chair of the Board of Trustees
Kentucky Retirement Systems

6/8/2023
Date

DocuSigned by:
John Chilton
108B472F03DD4CD...

Chief Executive Officer
Kentucky Retirement Systems

6/8/2023
Date