

# **SAN FRANCISCO RETIREE HEALTH CARE TRUST FUND BOARD BYLAWS**

## **ARTICLE I – IDENTIFICATION AND PURPOSE**

### **Section 1. Name**

The San Francisco Retiree Health Care Trust Fund Board (Board).

### **Section 2. Purpose**

The Retiree Health Care Trust Fund (Fund) is an irrevocable trust fund established under City and County of San Francisco Charter Sections 12.204 and A8.432 to provide a funding source to defray the cost of the City's, and other Participating Employers', obligations to pay for health coverage for retired persons and their survivors entitled to health coverage under Charter Section A8.428. The Board shall govern the Fund consistent with Charter Sections 12.204 and A8.432.

## **ARTICLE II - OFFICERS**

### **Section 1. Officers**

The officers of the Board shall be a President and Vice President. The officers shall serve at the pleasure of the Board.

### **Section 2. Terms of Office**

The terms of each office shall be one year.

### **Section 3. Election of Officers**

Elections for officers shall be conducted at the first regular meeting of the Board in July of each year.

### **Section 4. Succession**

In the event the President is unable to complete his or her term of office, the Vice President will serve as President until the next regular meeting. At the next regular meeting, the Board shall conduct an election for President to fill the vacancy for the balance of the unexpired term. In the event the Vice President is elected President, there shall be an election for a new Vice President at that meeting. If the office of Vice President is vacated before the expiration of a term, it shall remain vacant until the next regular meeting, at which time an election shall be held.

### **Section 5. Duties of the President**

The President shall preside at all meetings of the Board. The President, working with the Board members and staff, shall oversee the preparation and distribution of the agenda for all Board meetings. Unless the Board specifies otherwise, the President is empowered to appoint members to standing or special committees formed by the Board.

## **Section 6. Duties of the Vice President**

In the absence of the President, the Vice President shall preside at meetings of the Board.

## **ARTICLE III - MEETINGS**

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

Regular meetings of the Board shall be held on the fourth Monday of July, October, January and April, at 1:30 p.m., at 30 Van Ness Avenue, Suite 3000, San Francisco, California.

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

The President, or a majority of the members of the Board, may call special meetings.

### **Section 3. Notice of Meetings**

Agendas of all regular meetings and notices, and agendas of all special meetings, shall be posted at the meeting site and the San Francisco Main Library. Agendas and notices shall be emailed to each Board member and any person who files a written request for such notice with the Board.

### **Section 4. Cancellation of Meetings**

The President may cancel a meeting if he or she is aware that a quorum of the body will not be present, or if the meeting date conflicts with a holiday or other responsibilities of Board members. Notices of cancellation shall be posted at the meeting site and the San Francisco Main Library. If time permits, notice of meeting cancellations shall be emailed to all members of the public who have requested, in writing, to receive notices and agendas of Board meetings.

### **Section 5. Conduct of Meetings**

All Board meetings shall be held in compliance with all applicable laws, including, but not limited to, the Ralph M. Brown Act (Government Code Section 54950 et. seq.), the San Francisco Charter, the San Francisco Sunshine Ordinance (San Francisco Administrative Code chapter 67), and the Board's Bylaws.

When a member desires to address the Board, he or she shall seek recognition by addressing the presiding officer, and when recognized, shall proceed to speak. The member shall confine his or her remarks to the question before the Board. No discussion shall take place until a resolution or motion has been moved and seconded, or a calendared item has been introduced.

### **Section 6. Setting Agendas**

The agenda for meetings shall be prepared by Board staff at the direction of the President. The President shall cause to be placed on the agenda any item requested by a member of the Board provided that it is received not less than five (5) days prior to a regular meeting. Each agenda of all regular meetings shall contain an item during which Board members may request items for the Board to consider at future meetings.

**Section 7. Action at a Meeting: Quorum and Required Vote**

The presence of a majority of the members, i.e. three Board Members, shall constitute a quorum for all purposes. The affirmative vote of a majority of the members, i.e. three votes, shall be required for the approval of any matter.

**Section 8. Voting and Abstention**

Each member present at a Board or committee meeting shall vote "yes" or "no" when a question is put, unless the member is excused from voting on a matter by a motion adopted by a majority of the members present, or the member has a conflict of interest that legally precludes participation in the vote. Whether a Board member has a conflict of interest which precludes participation in a vote shall be determined by the individual member in consultation with the City Attorney's Office.

The Commission shall take action on items on the agenda by roll call vote, voice vote or by show of hands. The minutes shall reflect how each Board member voted on each item.

**Section 9. Public Comment**

The Board, and all committees of the Board, shall hold meetings open to the public in full compliance with state and local laws. The Board encourages the participation of interested persons. The President may limit time permitted for public comment consistent with state and local law. Each person wishing to speak on an item before the Board shall be permitted to be heard once for up to three minutes.

**ARTICLE IV – MAINTENANCE OF BOARD RECORDS**

**Section 1. Meeting Minutes**

Minutes shall be taken at every regular and special Board meeting and shall comply with the provisions of the San Francisco Sunshine Ordinance. (See S.F. Admin. Code Section 67.18) Minutes shall be approved by the majority vote of the Board.

**Section 2. Public Review File**

The Board shall maintain a public review file in compliance with the San Francisco Sunshine Ordinance. (See S.F. Admin. Code Section 67.23.)

**ARTICLE V - COMMITTEES**

**Section 1. Standing Committees**

Upon approval by a majority of the members of the Board, the Board may form standing committees to advise the Board on its ongoing functions. The standing committees shall be composed of members of the Board. The terms of members of standing committees shall be one year from appointment. Unless specified otherwise by the Board, the President shall name the committee(s)' chair(s) and members.

## **ARTICLE VI – AMENDMENT OF BYLAWS**

### **Section 1. Amendment of Bylaws**

These Board Bylaws may be amended by a vote of a majority of the members of the Board after presentation of the proposed amendments as a scheduled agenda item at a meeting of the Board. The Board shall give ten (10) days notice before considering any amendments.