

CITY OF  
MANCHESTER  
EMPLOYEES'  
CONTRIBUTORY  
RETIREMENT  
SYSTEM

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August 9, 2017

To: Retirement System Participants

From: Board of Trustees

Subject: By-Law Amendments and Additions to Articles X and XI.

The provisions of Chapter 218 (Plan Document) specifically Section 218:6 V, provide that the Board of Trustees "shall produce a Summary Plan Description, By-Laws, and Administrative Rules which are not inconsistent with this act."

The By-Laws of the Board of Trustees, Article XIV, paragraph 14.06 require that proposed amendments to Administrative Rules be posted thirty (30) days before their adoption "in order to afford interested persons an opportunity to submit data and make their views known either orally or in writing..."

The trustees are seeking to create new sections to Article IX and X by adding Sections 9.08, 10.03 and 10.04 dealing with telephonic participation, quorum requirements and emergency meetings, and to replace existing Sections 11.25 and 11.26 with new language to conform more closely with the revised provisions of RSA 91-A .

Comments may be submitted in writing before the close of business on Friday, September 8, 2017.

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Manchester Employees' Contributory Retirement System  
1045 Elm Street – Suite 403  
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Or by email to [Gfleury@ManchesterRetirement.org](mailto:Gfleury@ManchesterRetirement.org)

Questions and comments may also be directed to Gerard Fleury by phone at 624-6506 Monday through Friday between 8:00 AM and 4:00 PM

## **Explanation for Amended and New By-Laws.**

### **Corrections and improvements to existing language:**

- a. Section 1.02: Correct Section Reference to Chapter 218 by replacing Chapter 218:5 I through X with Chapter 218:5 I through IV.
- b. Trustees attendance at Meeting by Telephone or Video Conferencing. New Section 9.08:  
  
**9.08 When attendance in person is not reasonably practical, a Trustee may participate at any Board or committee meeting and vote by telephone or other communications equipment provided that all participants, whether present in person or telephonically, can simultaneously hear each other during the meeting. Participation in a meeting by such means constitutes presence in person at the meeting but does not count towards the quorum requirement. The reason for participation from some place other than the location of the meeting shall be stated in the minutes of the meeting. Any member participating remotely must identify all other persons present at the place from which the member is participating. All votes taken during a meeting in which any member participates remotely shall be by roll call vote. Such attendance must not violate any applicable provisions of New Hampshire RSA 91-A, the New Hampshire Right-to-Know Law.**
- c. Clarification of Quorum requirements in Article X by addition of new Sections 10.03 and 10.04 shown following existing Article X:

### **ARTICLE X: QUORUM**

- 10.01 A majority of voting Board members (four members) shall constitute a quorum for the transaction of Board business; however, the Mayor, as an ex-officio non-voting member of the Board, shall not be counted towards such quorum. Board meetings cannot begin nor can business be transacted until a quorum is ascertained by the Chairperson. For purposes of a Board meeting, until a quorum is present, no debate or motion shall be in order except to recess to locate absent members.
- 10.02 After a quorum is ascertained, the meeting shall proceed unless a Board member raises the absence of a quorum, whereupon the Chairperson shall direct the calling of the roll and shall announce the result. After a recess to locate absent members, the roll shall be called again. If a quorum is not then present, the meeting shall be adjourned.

**10.03 A Board member who recuses himself or herself from the transaction of business does not count towards the four member quorum requirement and four Board members must be present to transact business after the recusal excluding the Mayor.**

**10.04 Except in an emergency, a quorum shall be physically present at the location specified in the meeting notice as the location of the Board meeting. For purposes of this paragraph, an "emergency" means that immediate Board action is imperative and the physical presence of a quorum is not reasonably practical within the period of time requiring action. The determination that an emergency exists shall be made by the Board chairperson, and the facts upon which that determination is based shall be included in the minutes of the meeting. Any meeting held pursuant to the terms of this paragraph shall comply with all of the requirements of New Hampshire RSA 91-A, relating to public meetings, and shall not circumvent the spirit and purpose of the public meeting requirements as expressed in RSA 91-A:1.**

- d. Delete Section 11.25 relating to non-public (executive session) and replace with the following:

**11.25 The Board may, upon the affirmative vote of two-thirds (2/3) of the Board members present and voting, meet in non-public session. If a non-public session is scheduled to be conducted during a regular meeting of the Board, the notice for the Board meeting should so state. The Board may determine during the course of a regular meeting to enter non-public session. Non-public sessions shall not be recorded unless approved by a unanimous vote of the Board. A non-public session shall be closed to the public, and all materials received, and transcripts of discussions held, shall be confidential to the extent permitted by RSA 91-A.**

- e. Delete Section 11.26 relating to non-public (executive session) and replace with the following to comply with RSA 91-A:

**11.26 Any meeting, or portion of a meeting, may be held in non-public session, if the matters to be discussed during the meeting satisfy the criteria for a non-public session set forth in RSA 91-A. Any motion to go into non-public session must include a specific reference to the appropriate section in RSA 91-A. The roll call vote to adopt a motion to go into non-public session, and the statutory basis for doing so, must be recorded in the minutes of the meeting. Minutes of non-public sessions are required. The minutes to the non-public session (including any decisions made) must be disclosed within 72 hours unless two-thirds of Board members present determine that divulgence of the information would: (i) likely adversely affect the reputation of any person other than a member of the body or agency itself; (ii) render the proposed action ineffective; or (iii) pertain to terrorism. A vote by two-thirds of the Board members present to seal the minutes must be recorded in the minutes to the non-public session, together with the reasons for non-disclosure.**