

**BYLAWS GOVERNING THE JOINT LABOR-MANAGEMENT
BENEFITS COMMITTEE (JLMBC)**

Restated 12/14/2021

1. PURPOSE

The purpose of these Bylaws is to set forth the rules and procedures for the operation of the Joint-Labor Management Benefits Committee (“Committee”). This document replaces the “Policies Governing the Joint Labor-Management Benefits Committee,” revised December 13, 1990, and implements the Special Memorandum of Understanding Concerning the Joint Committee on Flexible Benefits, dated October 3, 1989 (“MOU”).

2. COMPOSITION AND OFFICERS OF THE COMMITTEE

2.1 COMPOSITION OF THE COMMITTEE

A. The Committee shall be comprised of representatives from five (5) City Employee Organizations and five (5) representatives designated by the City Administrative Officer (“CAO”); alternates of the respective representative shall serve as outlined in the following chart and as further detailed in this section.

COMMITTEE MEMBERS	
Primary Members	Alternates
Management Member (5)	Management Alternate (5)
Employee Organization Member (5)	Employee Organization Alternate (5)

- 1) The five (5) representatives of the City Employee Organizations shall be comprised of an individual from, (i) the American Federation of State, County, and Municipal Employees (“AFSCME”), (ii) the Engineers and Architects Association (“EAA”), (iii) the Los Angeles City Employees Union Local 721, and (iv) two other organizations set forth on Attachment A (“Employee Organization Member”), designated by the City’s labor organizations, as maintained and updated by the Personnel Department no less than annually.
- 2) The five (5) representatives designated by the CAO shall be at the level of Chief Management Analyst or above as set forth on Attachment A (“Management Member”) as maintained and updated by the Personnel Department no less than annually.
- 3) Employee Organization Members together with Management Members shall be known as “Committee Members.”

B. Each named Employee Organization Member shall designate one representative to serve as their respective alternate member (“Employee Organization Alternate”). All Employee Organization Alternates shall be designated by the then

serving Employee Organization Member for whom the Employee Organization Alternate relate. Any such designations shall be conferred at least annually but no later than the end of the calendar year. All designations shall be maintained and updated by the Personnel Department and shall be identified on Attachment A.

- C. Each named Management Member shall designate an alternate member to serve as a Management Member (“Management Alternate”). All Management Alternates shall be designated by the then serving Management member for whom the Management Alternate relate. Any such designations shall be conferred at least annually but no later than the end of the calendar year. Any named Management Alternates designated after December 31, 2022 shall be at the level of Chief Management Analyst or above, subject to the approval of the CAO. All designations shall be maintained and updated by the Personnel Department and shall be identified on Attachment A.
- D. Each named Employee Organization Member and Management Member shall be designated as a “Primary Voting Member”. Each named Employee Organization Alternate and Management Alternate shall be designated as an “Alternate Voting Member”.
- E. Alternate Voting Members may be seated, participate, and vote at Committee meetings in the absence of their respective Primary Voting Member.

2.2 OFFICERS OF THE COMMITTEE

- A. The Committee shall elect officers including a Chairperson, Vice Chairperson, and First, Second, and Third Provisional Chairpersons each year at the Annual Meeting of the Committee; or in the event one of the individuals holding one of these titles separates from the Committee, at the earliest possible meeting following that individual’s separation.
- B. The Annual Meeting shall be the December regular meeting or the next earliest possible meeting should the December meeting not occur.
- C. Terms of office are on a calendar year basis. The new term of office shall begin January 1st of each year, or, should the December meeting not be held, upon the election of officers at the earliest meeting thereafter. Officers shall continue to serve until the election of new officers is held.
- D. The positions of Chairperson and Vice Chairperson shall alternate each year between an Employee Organization Member and a Management Member. For terms beginning in odd numbered years, an Employee Organization Member shall be elected Chairperson and a Management Member shall be elected Vice Chairperson. For terms beginning in even numbered years, a Management Member shall be elected Chairperson and an Employee Organization Member shall be elected Vice Chairperson.

E. Presiding over meetings shall be the responsibility of the Chairperson; or, in the absence of the Chairperson, the Vice Chairperson; or, in the absence of both the Chairperson and Vice Chairperson, each Provisional Chairperson in numerical ranking assuming the absence of all those higher in the successive order. The successive order shall be as follows:

- (1) Chairperson
- (2) Vice Chairperson
- (3) First Provisional Chairperson
- (4) Second Provisional Chairperson

The Chairperson and Vice Chairperson roles shall alternate between an Employee Organization Member and a Management Member in accordance with Section 2.2(D). For terms beginning in odd numbered years, an Employee Organization Member shall be elected First Provisional Chairperson and a Management Member shall be elected Second Provisional Chairperson. For terms beginning in even numbered years, a Management Member shall be elected First Provisional Chairperson and an Employee Organization Member shall be elected Second Provisional Chairperson.

This same successive order shall apply in the event that attendance of a Committee representative is required at a meeting of the Los Angeles City Council, a City Council Committee, or other similar event.

F. Only Primary Voting Members may assume the role of each of the Chairperson roles in Section 2.2(E). In the absence of all four Chairpersons at a Committee meeting, the remaining Committee Members shall designate a Chairperson to preside at the meeting.

3. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE, VICE, AND PROVISIONAL CHAIRPERSONS

3.1 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE CHAIRPERSON

The Chairperson shall preside at all Committee meetings, ensuring that such meetings are conducted in an efficient manner and in accordance with the City Charter, the Los Angeles Administrative Code (LAAC), these Bylaws, applicable open meeting laws, including the Ralph M. Brown Act ("Brown Act"), and relevant Committee policies, including utilizing Robert's Rules of Order as a guideline in conducting meetings where these Bylaws do not otherwise specify. Additionally, the Chairperson shall exercise the powers and perform the duties and functions as specified herein:

- 1) Call the Committee meeting to order.
- 2) Introduce items on the Committee meeting agenda.

- 3) Call for public comments and monitor public comments in accordance with Section 5.2(D).
- 4) Introduce staff presentations on Committee meeting agenda items.
- 5) Moderate Committee Member discussion and close discussion on meeting agenda items.
- 6) Request motion(s) on agenda action items, moderate any discussion on the motion, and call for a vote of such motions, as necessary, in accordance with Section 5.3.
- 7) Announce or have staff announce the result of the vote.
- 8) Report to the City Council and the Mayor regarding and identifying all receipts into, and all expenditures out of the Employee Benefits Trust Fund ("Trust Fund"), as well as the purposes for which the expenditures were made following the close of each fiscal year as set forth under Section 5.495(g) of Chapter 95 of Division 5 of the LAAC.

3.2 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE VICE AND PROVISIONAL CHAIRPERSONS

The Vice Chairperson, or in the absence of the Vice Chairperson, the Provisional Chairpersons in successive order as outlined in Section 2.2(E), shall exercise the powers and perform the duties and functions as specified herein:

- 1) Assume the duties of the Chairperson when the Chairperson is absent, or when the Chairperson shall designate the Vice Chairperson or Provisional Chairperson to act; and
- 2) Assume the duties of the Chairperson for the balance of the Chairperson's term or until a new Chairperson is elected in the event of the death, resignation, removal from office, expiration of term, or permanent incapacity of the Chairperson.

4. DUTIES AND RESPONSIBILITIES OF STAFF

The Personnel Department shall provide staff to the Committee ("Staff") and will perform the following duties and responsibilities, among others:

- 1) Provide the Committee with information, analysis, and recommendations regarding the maintenance and administration of the City of Los Angeles Benefits Program (LAwell Benefits Program) or its successor program.
- 2) Make reimbursement recommendations from the Trust Fund with respect to expenditures incurred by the City in support of the administration of the LAwell Benefits Program.

- 3) In consultation with the Committee, coordinate and administer procurement processes for all services related to the administration of the LAwell Benefits Program, including but not limited to third-party administration, benefits, and consulting services.
- 4) In consultation with the Committee and with the assistance of the Committee Counsel, draft, execute, and monitor contracts for LAwell Benefits Program services.
- 5) Provide recommendations to the Committee as necessary for governing the administration of benefits provided to employees through the LAwell Benefits Program.
- 6) Consult with the Committee Counsel and benefits consultants to review, monitor, and execute LAwell Benefits Program administrative processes to ensure they are compliant with applicable law and regulations.
- 7) Oversee development, and ensure effectiveness and accuracy of, all LAwell Benefits Program communications, including group meeting presentations, newsletters, websites, forms, and educational materials.
- 8) Schedule, coordinate, and develop agendas for all Committee and Subcommittee meetings, including recurring presentations from LAwell Benefits Program benefit service providers, benefits Third-Party Administrator, and benefits consultants.
- 9) Take, prepare, and distribute the Committee and Subcommittee meeting minutes.
- 10) Act as liaison to the Committee Counsel and contractors for all administrative, regulatory, technical, and legal issues affecting the LAwell Benefits Program.
- 11) Review and monitor proposed and enacted Federal, State, and City legislation that may impact the LAwell Benefits Program and its participants and provide the Committee with a summary of any such significant legislation.
- 12) Carry out and respond to requests of the Committee.

5. GOVERNANCE AND ADMINISTRATION OF THE COMMITTEE

5.1 MEETINGS OF THE COMMITTEE

- A. The Committee will hold regular meetings on the first Thursday of each month and any special meeting(s) as may be deemed necessary. The regular meeting shall begin at 9:00 a.m. and be held in accordance with local and State public meeting rules.

- B. The approximate length of the meetings will be two hours. Meetings may be canceled at the direction of the Chairperson or Staff, in consultation with the Committee Chairperson, or if a quorum is not met. Special meetings may be called by the Chairperson or by Staff, in consultation with the Committee Chairperson.
- C. All meetings of the Committee shall be open to the public and held in conformance with the requirements of the Brown Act. Closed sessions shall be noticed and held in accordance with the requirements of the Brown Act.
- D. The Chairperson shall determine all questions of procedure and order and may seek guidance from the Committee Counsel. Robert's Rules of Order shall be utilized as a guideline to resolve any procedural questions not otherwise specified by these Bylaws.
- E. Matters involving a potential conflict of interest of a Committee Member should be referred to the Committee Counsel for advice and guidance in advance of the meeting at which the matter will be discussed. Committee Members shall recuse themselves on any matter for which they have a conflict of interest by announcing the basis for the conflict on the record and leaving the meeting room during the discussion of the item. The recused Committee Member shall not be counted for a quorum.

5.2 AGENDAS, MINUTES, AND MEETING MATERIALS FOR THE COMMITTEE

- A. Staff shall prepare the agenda for each Committee meeting.
- B. Any Committee Member may propose items for future meeting agendas by making a request at a Committee meeting. Emergency items may be considered by the Committee in accordance with the Brown Act.
- C. Agendas shall be posted online on the LAwell Benefits Program website and in accordance with the Brown Act unless otherwise exempted.
- D. Every agenda for a regular Committee meeting shall provide the public an opportunity to address the Committee on any matter under the subject matter jurisdiction of the Committee. With respect to any item on the meeting agenda, the public will be given the opportunity to comment before or during the Committee's consideration of the item. The public shall also be given an opportunity to comment on Closed Session items prior to adjournment into Closed Session. Where a member of the public raises an issue not yet before the Committee, the matter may be briefly discussed or referred to Staff, but no action may be taken on it at that meeting. To ensure the efficient conduct of Committee business, there shall be a two minute time limit on public comment by a member of the public per agenda item which is to be enforced by the Committee Chairperson. The two minute limit may be extended by approval of the Committee.

- E. Committee meeting materials will be provided electronically to Committee Members by Staff within a reasonable number of days in advance of meetings such that Committee Members will have sufficient time to review and consider the materials. Meeting materials provided to Committee Members will be made available to members of the public and posted on the LAwell Benefits Program website.
- F. Staff shall prepare minutes for each Committee meeting. The minutes shall provide a summary of all business conducted and a disposition of all motions and shall not be a verbatim transcript of what is said by Committee Members or the public. Minutes shall be presented to the Committee for approval. Once approved, the minutes shall form part of the permanent records of the Committee and will be posted on the LAwell Benefits Program website.

5.3 MOTIONS AT COMMITTEE MEETINGS

- A. Motions may be made and seconded by any Committee Member.
- B. Motions that are not seconded are not before the Committee and cannot be voted on.
- C. Motions that receive a second are properly before the Committee for discussion and voting in accordance with Section 5.4.
- D. Amending or substitute motions of pending motions must be approved and seconded in order to be voted on by the Committee. If approved, then the amended or substitute motion is before the Committee to vote on. If not approved, then action can be taken of the original motion.
- E. Any Committee Member may raise a point of order at any time. A point of order is limited to whether the rules of the Committee have been violated. A point of order shall be resolved by the Committee Chairperson with assistance of the Committee Counsel, if needed.

5.4 QUORUM AND VOTING REQUIREMENTS AT COMMITTEE MEETINGS

- A. A quorum of the Committee membership shall be present for any meeting of the Committee and to take any action.
- B. A quorum shall consist of not less than six (6) Committee Members, of which at least three (3) must be Employee Organization Primary (or Alternate Voting) Members, and three (3) must be Management Primary (or Alternate Voting) Members.
- C. Each Employee Organization Member and Management Member shall have one vote.

- D. The Committee shall take action on an agenda item by motion made by a Committee Member and may vote on and pass or defeat any properly made motion under the following conditions:
- 1) A quorum must be present at the time a motion is made;
 - 2) The matter is included on the meeting agenda, or the matter is otherwise properly before the Committee under the requirements of the Brown Act;
 - 3) Alternate Voting Members may vote on any such motion only in the absence of their respective Primary Voting Members.
 - 4) Voting shall be limited to those Employee Organization and Management Members eligible to cast a vote;
 - 5) Approval of a motion requires the affirmative vote of six (6) or more Committee Members, of which at least three (3) must be Employee Organization Primary (or Alternate Voting) Members and at least three (3) must be Management Primary (or Alternate Voting) Members.
- E. To provide a clear record of Committee actions, roll call votes or similar showing of votes shall be taken when the vote is not unanimous. All votes at teleconference meetings are to be roll call votes.

5.5 AMENDMENT OF COMMITTEE BYLAWS

The Committee has the authority to amend these Bylaws by including proposed amendments to the Bylaws on the agenda at any regular meeting of the Committee, subject to the procedures set forth in Section 5.4.

5.6 COMMITTEE RESIGNATIONS AND VACANCIES

- A. Any Committee Member who chooses to resign or becomes incapable of attending meetings and participating fully in the Committee's deliberations may resign from the Committee by informing the Chairperson or Staff in writing. Such writing shall include the effective date of his/her resignation and submitted at least 10 days before the next scheduled Committee meeting.
- 1) In the event a Primary Voting Member resigns, the Alternate Voting Member shall serve as the Primary Voting Member.
 - 2) In the event an Alternate Voting Member resigns or becomes a Primary Voting Member, the respective labor organization or CAO shall appoint a new Alternate Voting Member. Such appointment shall be submitted in writing to the Committee Chairperson and Staff at least three weeks prior to the next scheduled Committee meeting.

- B. In the event a Committee Member is unable to serve on the Committee by reason of death, illness, or incapacitation, such successor Committee Member, as the case may be, shall be determined in the sequence described under Section 5.6 herein.

6. GOVERNANCE AND ADMINISTRATION OF SUBCOMMITTEES

6.1 PURPOSE AND TYPES OF SUBCOMMITTEES

- A. The purpose of a Subcommittee is to review items that have been referred by the full Committee and propose recommendations to the full Committee.
- B. Ad Hoc Subcommittees shall be temporary and established for a specific task or objective and dissolved after the completion of the task or objective. Such Ad Hoc Subcommittees are not subject to open meeting requirements contained in the Brown Act.
- C. Unless terminated by a unanimous vote of the Committee, a Standing Subcommittee shall be permanent and shall be established to perform assigned duties on a continuing basis. Standing Subcommittees shall be subject to applicable open meeting requirements of the Brown Act.
- D. Any Committee Member may recommend to the Committee the formation of Standing and/or Ad Hoc Subcommittees deemed necessary to support the Committee in carrying out its responsibilities.

6.2 COMPOSITION AND OFFICERS OF SUBCOMMITTEES

- A. Subcommittees shall be comprised of a minimum of two (2) Committee Members – one (1) Employee Organization Member or Employee Organization Alternate and one (1) Management Member or Management Alternate.
- B. No Subcommittee shall be comprised of a quorum of the full Committee or greater.
- C. Members of the Committee as approved by the full Committee shall serve as members of each Subcommittee.
- D. Members of the Subcommittee (“Subcommittee Members”) shall select the Chairperson of each Subcommittee.

6.3 DUTIES AND RESPONSIBILITIES OF THE SUBCOMMITTEE CHAIRPERSON

- A. The Chairperson of each Subcommittee shall preside at all meetings of the Subcommittee, and for Standing Subcommittees, ensure that such meetings are conducted in an efficient manner and in accordance with the City Charter, the LAAC, these Bylaws, applicable open meeting laws including the Brown Act, and relevant Committee policies, including utilizing Robert’s Rules of Order as a

guideline in conducting meetings where these Bylaws do not otherwise specify. Additionally, the Chairperson shall exercise the powers and perform the duties and functions as described in Sections 3.1(1) through 3.1(7), except as otherwise provided herein.

- B. Only Primary Voting Members may assume the role of Chairperson. In the absence of the Chairperson at a Subcommittee meeting, the remaining Subcommittee Members shall designate a Chairperson to preside at the meeting.

6.4 MEETINGS OF STANDING SUBCOMMITTEES

- A. Following assignment of an issue or issues to a Standing Subcommittee, Standing Subcommittee meetings shall be scheduled by Staff. All meetings of a Standing Subcommittee shall be special meetings for purposes of the Brown Act.
- B. Standing Subcommittees shall utilize Robert's Rules of Order as a guideline unless otherwise specified by statute, Committee action, or these Bylaws.
- C. Standing Subcommittees shall adhere to the same public notification and meeting requirements as that of the Committee, as described in Sections 5.1(C) through 5.1(E), except as otherwise provided herein.
- D. Standing Subcommittees shall communicate with the full Committee in the form of report(s) to the full Committee, offering recommendations and discussion upon referred matters for the Committee's consideration.

6.5 AGENDAS, MINUTES, AND MEETING MATERIALS FOR STANDING SUBCOMMITTEES

- A. Staff shall prepare the agenda for each Standing Subcommittee meeting.
- B. Any Subcommittee Member may propose items for future meeting agendas by making a request at a Standing Subcommittee meeting.
- C. For Standing Subcommittees, agendas shall be posted online on the LAwell Benefits Program website and in accordance with the Brown Act unless otherwise exempted.
- D. Every agenda for a Standing Subcommittee meeting shall provide the public an opportunity to address the Subcommittee on any matter under the subject matter jurisdiction of the Subcommittee. With respect to any item on the meeting agenda, the public will be given the opportunity to comment before or during the Standing Subcommittee's consideration of the item. The public shall also be given an opportunity to comment on Closed Session items prior to adjournment into Closed Session. Where a member of the public raises an issue not yet before the Standing Subcommittee, the matter may be briefly discussed or referred to Staff, but no action may be taken on it at that meeting. To ensure the efficient conduct of Standing Subcommittee business, there shall be a two minute time limit on public

comment by a member of the public per agenda item which is to be enforced by the Standing Subcommittee Chairperson. The two minute limit may be extended by approval of the Standing Subcommittee.

- E. Standing Subcommittee meeting materials will be provided electronically to Subcommittee Members by Staff within a reasonable number of days in advance of meetings such that Subcommittee Members will have sufficient time to review and consider the materials. Meeting materials provided to Standing Subcommittee Members will be made available to members of the public and posted on the LAwell Benefits Program website.
- F. Staff shall prepare minutes for each Standing Subcommittee meeting. The minutes shall provide a summary of all business conducted and a disposition of all motions and shall not be a verbatim transcript of what is said by Standing Subcommittee Members or the public. Minutes shall be presented to the Standing Subcommittee for approval. Once approved by the Standing Subcommittee, the minutes shall form part of the permanent records of the Standing Subcommittee and will be posted on the LAwell Benefits Program website.

6.6 MOTIONS AT SUBCOMMITTEE MEETINGS

Motions may be made at Subcommittee meetings in accordance with the procedures outlined in Section 5.3 and are properly before the Subcommittee for discussion and voting in accordance with Section 6.7.

6.7 QUORUM AND VOTING REQUIREMENTS AT SUBCOMMITTEE MEETINGS

- A. A quorum of the Subcommittee membership shall be present for a meeting of the Subcommittee and to take any action.
- B. A quorum shall consist of at least two (2) Subcommittee Members – one (1) Employee Organization Member or Employee Organization Alternate and one (1) Management Member or Management Alternate.
- C. Each Employee Organization Member and Management Member shall have one vote.
- D. The Subcommittee shall take action on an agenda item by motion made by a Subcommittee Member and may vote on and pass or defeat any properly made motion under the following conditions:
 - 1) A quorum must be present at the time a motion is made;
 - 2) The matter is included on the meeting agenda, or the matter is otherwise properly before the Subcommittee under the requirements of the Brown Act;

- 3) Alternate Voting Members may vote on any such motion only in the absence of their respective Primary Voting Members;
 - 4) Voting shall be limited to those Employee Organization and Management Members eligible to cast a vote;
 - 5) Approval of a motion requires the affirmative vote by a majority of the Subcommittee Members present at the Subcommittee meeting.
- E. Subcommittees shall make recommendations to the full Committee by motion adopted by a majority vote of the Subcommittee membership.
- F. Recommendations approved by a Subcommittee shall be considered by the full Committee, unless the Committee has delegated to the Subcommittee specific authority to act on its own (e.g. actions pertaining to the Subcommittee's own operation such as approving agenda, meeting schedules, etc.).
- G. To provide a clear record of Subcommittee actions, roll call votes or similar showing of votes shall be taken when the vote is not unanimous. All votes at teleconference meetings are to be roll call votes.
- H. Committee Members may attend any Subcommittee meeting on which he/she does not serve; however, such Committee Member shall not participate in any Standing Subcommittee meeting where a quorum of the Committee is present, unless such Subcommittee meeting has also been noticed as a meeting of the Committee.

6.8 SUBCOMMITTEE RESIGNATIONS AND VACANCIES

- A. Any Subcommittee Member who chooses to resign or becomes incapable of attending meetings and participating fully in the Subcommittee's deliberations may resign from the Subcommittee by informing the Chairperson or Staff in writing. Such writing shall include the effective date of his/her resignation and submitted at least 10 days before the next scheduled Subcommittee meeting.
- B. Replacement members to the Subcommittee shall be approved by the full Committee, as described in Section 6.2(C).