

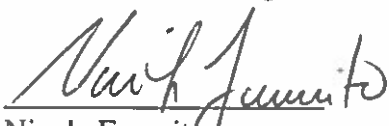
STATE RETIREE BENEFITS TRUST FUND

AMENDED AND RESTATED

BY-LAWS

ADOPTED: As of April 2, 2015
AMENDED: As of December 1, 2016
FURTHER AMENDED: As of August 2,
2018

CHAIRMAN:


Nicola Favorite

BY-LAWS OF THE MASSACHUSETTS STATE RETIREE BENEFITS TRUST
FUND TRUST

These by-laws amended and restated this 2nd day of April, 2015; as further amended December 1, 2016 and August 2, 2018.

ARTICLE I — GENERAL PROVISIONS

1.1 The State Retiree Benefits Trust Fund

(a) Massachusetts General Laws Chapter 32A, Section 24 and 24A establishes the SRBT Fund and designates the SRBT Fund Board of Trustees to administer the SRBT Fund.

(b) The SRBT Fund Board of Trustees ("Board") is authorized and required by M.G.L. c.32A, Section 24(a) and (d) and M.G.L. c.32B, Section 20(a) and (b) ("Section 20") to act as Trustee of the State Retiree Benefits Trust Fund ("SRBT Fund") for the management of the SRBT Fund on behalf of the State employees' retirement system for health care and other non-pension benefits, and, upon authorization by the Board, on behalf of any political subdivision, municipality, county agency or authority of the Commonwealth, including municipal lighting plants, local housing and redevelopment authorities, regional councils and educational collaboratives ("Governmental Unit"), which has elected to participate in the SRBT Fund prior to November 8, 2016 and on behalf of trustees of an OPEB Trust Fund established by a Governmental Unit in accordance with Section 20.

1.2 Authority to Design Procedures

These by-laws are prepared in accordance with M.G.L. c.32A, Section 24A which authorizes the Board to formulate policies and procedures deemed necessary and appropriate to carry out the purposes of the SRBT Fund.

1.3 Compliance with Open Meeting Law

The SRBT Fund, in conducting Board business and activities, shall observe the requirements of M.G.L. c.30A, Sections 18-25.

1.4 Conflict with Applicable Laws and Severability

If any provision of these by-laws conflict with or differ from any applicable laws of the Commonwealth, those laws shall supersede any offending provision. Any determination that any of these by-laws is for any reason inapplicable, illegal, or ineffective, shall not affect or invalidate any other provision of these by-laws.

1.5 Public Records

All records of the SRBT Fund including the transactions of the Fund shall be public records as defined in M.G.L. c.4, Section 7, clause 26.

ARTICLE II — THE BOARD OF TRUSTEES

2.1 The Trustees

(a) The Board shall consist of members whose appointments, terms, and qualifications shall be governed by the provisions of M.G.L. c.32A, Section 24A as it may be amended. The Board shall consist of seven Trustees, including the Secretary of Administration and Finance or a designee, the Executive Director of the Group Insurance Commission or a designee, the Executive Director of the Public Employee Retirement Administration Commission or a designee, the State Treasurer or a designee, the Comptroller or a designee and two additional Trustees, one of whom shall be appointed by the Governor and one of whom shall be appointed by the State Treasurer. In accordance with such provision, only the Governor and the State Treasurer are authorized to appoint Trustees to the Board.

(b) Appointed Trustees shall serve for a term of five years and shall be experienced in the field of investment, financial management, law or public management.

(c) The Chair of the Board shall be selected annually by a majority vote of the other Trustees. The Chair shall preside at meetings of the Board and shall have such powers and duties as may, from time to time, be voted by the Board. The Chair shall serve for no more than three consecutive one-year terms, unless a majority of Board Members in attendance at a meeting of the Board vote to waive the three year limitation. The three consecutive one-year term limitation must be waived each year by such a majority, if the Chair is to continue to serve additional one-year terms. If the Chair's term as Trustee expires and he or she is not reappointed to the Board, or if the Chair resigns as Trustee or Chair prior to the expiration of the one-year term, the Trustees shall select by a majority vote a new Chair to serve out the unexpired term of the outgoing Chair. Said new Chair shall be eligible to serve for three consecutive one-year terms as Chair following the completion of the term vacated by the outgoing Chair, unless the Board waives the three consecutive one-year term limitation in the manner described in this section.

(d) The right of a person who is a Trustee, other than a Trustee serving as such ex officio, to participate in the Board's affairs shall commence upon the receipt by the Chair of an appointment or designating letter from the appropriate appointing or designating authority. Such letter shall be presumptive evidence of lawful Board membership. A Trustee shall serve until his or her successor is duly appointed and

qualified. Trustees shall be eligible for reappointment in accordance with the provisions of M.G.L. c.32A, Section 24A(b).

2.2 Performance of Duties

All Trustees are expected to perform their duties diligently, including attending meetings of the Board and assigned committees, and to remain informed about matters coming before the Board as well as any other matters relating to the SRBT Fund.

2.3 Resignation of Trustees

Any Trustee appointed by the Governor or State Treasurer may resign by submitting a written resignation letter with the respective appointing authority. A copy of such letter shall be made available to the Chair and Executive Director, if one is serving, on a timely basis.

2.4 Vacancies

Any vacancy among the Trustees that may occur before the expiration of a term shall be filled by an appointment made jointly by the Governor and the State Treasurer, in accordance with the provisions of M.G.L. c.32A, Section 24A(b).

2.5 Disclosure

In accordance with M.G.L. c.32A, Section 24A(c), a Trustee shall disclose in advance to the Board any interest or involvement in any matter that is before the Board. The disclosure shall be contemporaneously recorded in minutes of the Board. A Trustee having an interest or involvement shall not participate in any such matter.

ARTICLE III — BOARD MEETINGS

3.1 Regular Meetings

Regular meetings of the Board shall be held at such times as the Trustees shall, from time to time, determine. The Executive Director, if one is selected or, if there is no Executive Director, the Chair, shall propose a tentative regular meeting schedule to the Board at the final meeting of the calendar year immediately preceding the calendar year for which such schedule is being proposed.

3.2 Special Meetings

Special meetings of the Board may be called by the Chair, the Executive Director or by written request of any five Trustees. Special meetings shall be held at such times and places within the City of Boston as specified in the notice of the meeting, provided that notice is provided as set forth in these by-laws.

3.3 Notice of Meetings

Notice relative to the time and place of each meeting shall be given to each Trustee by the Executive Director or the Chair. Such notice shall be delivered no less than three calendar days prior to the date of such meetings, via electronic mail, facsimile, reputable overnight courier, by hand, or first class mail, provided that in emergency circumstances, notice of a special meeting may be given upon such lesser notice and by such means as will reasonably inform Trustees of the time, place, and subject thereof. Notices of special meetings shall state the specific purposes of such meetings. Upon the objection of two or more Trustees, any vote on business proposed at a special meeting but not included in the proposed agenda delivered, as aforesaid, shall be postponed to the next scheduled regular meeting of the Board. Further, at any special meeting of which less than three days' notice is given, no business shall be transacted except the business listed as the subject of said meeting unless all Trustees have otherwise consented in writing. Public notice of meetings of the Board shall be provided in accordance with the requirements of M.G.L. c.30A, Section 20.

3.4 Quorum

Consistent with the provisions of M.G.L. c.30A, Section 18, a majority of Trustees, duly appointed and then in office, shall constitute a quorum.

3.5 Conduct of Meetings

All regular and special meetings of the Board shall be open to the public and any person shall be permitted to attend any meeting except as otherwise provided in accordance with M.G.L. c.30A, Sections 18-25. No executive session shall be held until the Board has first convened in an open session for which notice has been given, the Board has voted to go into executive session and the vote of each Trustee is recorded on a roll call and entered into the minutes, the Chair has stated the purpose for an executive session, stating all subjects that may be revealed without compromising the purpose for which the session was called, and the Chair has stated, before the executive session, if the Board will reconvene after the executive session.

3.6 Action at Meetings

At any meeting of the Board at which a quorum is present, the vote of a majority of those present shall decide any matter. The vote of each Trustee must be cast in person. The Board may from time to time adopt a procedure whereby Trustees may participate remotely provided the procedure complies with the Attorney General's regulations concerning remote participation, as these may be amended from time to time.

3.7 Committees of the Board

(a) The Board, in its discretion, may deliberate on the affairs of the SRBT Fund through standing and temporary committees of its Trustees. Each Trustee shall be entitled to attend the meetings of any committee.

(b) The chairpersons or other members of standing and temporary committees of the Board shall be appointed by the Chair after consultation with other members of the Board and the Executive Director, if serving, and shall be ratified by a vote of the Board. Such committees may include, at the option of the Board, members who are not Trustees. After consultation with the committee chairpersons, the Executive Director, or if there is no Executive Director, the Chair, shall determine the time and place of committee meetings and provide reasonable notice thereof.

ARTICLE IV — EXECUTIVE DIRECTOR

4.1 Powers and Duties

The Board may select an Executive Director who shall serve at the pleasure of the Board, and who shall, in accordance with the provisions of M.G.L. c.32A, Section 24A(d), plan, direct, coordinate, and execute administrative and investment functions in conformity with the policies and directives of the Board; employ professional and clerical staff as necessary; report to the Board on all operations under his or her control and supervision; prepare an annual budget and manage the administrative expenses of the SRBT Fund; and undertake any other activities necessary to implement the powers and duties set forth in said Chapter 32A, Section 24(d). In the event the Board does not select an Executive Director, the Chair of the Board shall perform all the duties and functions of the Executive Director set forth in these by-laws and M.G.L. c.32A, Section 24A(d) or, with the approval of the Board, the Chair may delegate duties to others.

4.2 Authority to Invest and Reinvest SRBT Funds

Consistent with the provisions of M.G.L. c.32A, Sections 24 and 24A, the Executive Director, the Chair or a person whom the Chair designates with the approval of the Board shall employ the Pension Reserves Investment Management Board to invest the SRBT Fund in the Pension Reserves Investment Trust Fund.

ARTICLE V — EMERGENCY ACTION

5.1 Emergency Action Policy

Whenever possible, the Executive Director, or if there is no Executive Director, the Chair shall inform and obtain the authorization of the Board before taking actions that significantly impact directly or indirectly on the value or status of the SRBT Fund. It is also understood that circumstances or conditions may arise that

are exigent in nature and require immediate action or resolution and in which the failure to act promptly may, in the opinion of the Executive Director or the Chair, adversely affect the value or condition of the SRBT Fund's assets. In these circumstances, where a special meeting cannot be timely convened and/or no regularly scheduled meeting will be timely convened to address such matter, it shall be the policy of the Board to authorize the Executive Director or Chair to take such actions as he or she determines are appropriate and consistent with the duties and responsibilities outlined in said M.G.L. c.32A, Section 24A(d). The Executive Director, if possible, shall notify the Chair, and if possible, the remaining Trustees of any such action.

At its next regular or special meeting, following the undertaking of such exigent action, the Board shall be fully advised of the facts and circumstances warranting such action and provided an explanation of the actions taken. Where appropriate, the Board shall approve or ratify such action at such subsequent regular or special Board meeting in accordance with said M.G.L. c.32A, Sections 24A(d) and (e).

ARTICLE VI — INDEMNIFICATION

In a civil action brought against a Trustee or employee of the Fund, acting within the scope of the official duties of the trustee or employee, the defense or settlement of which is made by the Attorney General or by an attorney employed by the Board, the trustee or employee shall be indemnified for all expenses incurred in the defense of the action and shall be indemnified for damages to the same extent as provided for public employees in Chapter 258. No trustee or employee shall be indemnified for expenses in an action or damages awarded in an action in which there was shown to be a breach of fiduciary duty, an act of willful dishonesty or an intentional violation of the law by the trustee or employee.

