

**THE STATE OF MONTANA
EMPLOYEE INVESTMENT ADVISORY COUNCIL BYLAWS**

MONTANA PUBLIC EMPLOYEES' RETIREMENT BOARD

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Effective April 9, 2026

PREAMBLE

The State of Montana Public Employees' Retirement System ("PERS") 401(a) Defined Contribution Plan and the State of Montana 457(b) Deferred Compensation Plan (together, the "Plans") were formally adopted by the Legislature in 1999 and 1973, respectively, and began operation in 2002 and 1976 as qualified pension plans established for the exclusive benefit of participants and their beneficiaries. The Montana Public Employees' Retirement Board ("MPERB"), as plan sponsor and fiduciary, has engaged the Montana Board of Investments ("BOI") to manage the investment alternatives and options available to Plan members in accordance with Title 19, chapter 3, part 21, and Title 19, chapter 50, Montana Code Annotated. MPERB voted on February 12, 2026, to have BOI provide investment management services for the Plans, and BOI voted on February 25, 2026, to provide those services to MPERB. These bylaws are adopted to formalize the structure, roles, and procedures of the Employee Investment Advisory Council ("EIAC" or "Council") and to support MPERB's prudent oversight of the Plans and its coordination with BOI.

ARTICLE I. – ESTABLISHMENT AND PURPOSE

A. Establishment

The Employee Investment Advisory Council ("EIAC" or "Council") is established pursuant to § 19-3-2133, MCA, to provide advisory services to the Montana Public Employees' Retirement Board ("MPERB").

B. Purpose of Council

The Council advises MPERB concerning:

1. The operation of the PERS Defined Contribution Plan established under Title 19, Chapter 3, Part 21, MCA; and
2. The administration of the State of Montana 457(b) Deferred Compensation Plan established under Title 19, Chapter 50, MCA.

The Council assists MPERB, in its capacity as fiduciary, to prudently administer these retirement plans in the best interests of plan members and participants.

C. Advisory Capacity

The Council serves in an advisory capacity. The Council does not have authority to make binding decisions on behalf of MPERB or the plans. All recommendations and advice provided by the Council are subject to final approval by MPERB.

ARTICLE II. – COMPOSITION AND MEMBERSHIP

A. Membership

The Council shall consist of three (3) voting members, designated by position as follows:

1. The member of the Public Employees' Retirement Board who serves on the Board of

Investments pursuant to §§ 2-15-1009 and 2-15-1808, MCA, that individual's successor in office, or another board member designated by the President of the Montana Public Employees' Retirement Board.

2. The Executive Director of the Montana Public Employee Retirement Administration, or that individual's successor in office; and
3. The Deputy Executive Director of the Montana Public Employee Retirement Administration, or that individual's successor in office.

B. Ex Officio Membership

Council membership is by virtue of position. When an individual ceases to hold the underlying office identified in Section A, that individual's service on the Council automatically ends, and the successor in that office automatically assumes membership on the Council.

C. Vacancies and Acting Members

If any position identified in Section A is vacant, the person lawfully serving in an acting, interim, or similar temporary capacity in that role shall serve as a member of the Council during the period of the vacancy.

D. Term of Service

Because Council membership is by virtue of position, terms of service on the Council are concurrent with each member's service in the underlying position identified in Section A.

E. Compensation and Reimbursement

Council members serve without additional compensation for Council duties. Members may be reimbursed for reasonable and necessary expenses incurred in the performance of Council duties in accordance with applicable state travel and reimbursement policies.

ARTICLE III. – OFFICERS AND DUTIES

A. Chairperson

1. The Executive Director of MPERA shall serve as Chairperson of the Council and shall preside at all meetings.
2. The Chairperson is responsible for:
 - a. Presiding at meetings and ensuring orderly conduct of business;
 - b. Setting meeting agendas in consultation with Council members;
 - c. Ensuring timely notice of meetings and distribution of materials;
 - d. Coordinating Council recommendations to MPERB;
 - e. Maintaining Council records and files;
 - f. Distributing approved minutes and materials to Council members; and

- g. Such other duties as the Council may assign.

B. Vice Chairperson

1. The Council may elect a Vice Chairperson from among its members.
2. In the absence of the Chairperson, the Vice Chairperson, or a temporary chairperson appointed by the Chairperson, shall preside at meetings.

ARTICLE IV. – MEETINGS

A. Regular Meetings

1. The Council shall meet at least four (4) times per fiscal year, ordinarily on a quarterly basis.
2. Additional regular meetings may be scheduled by the Chairperson or by agreement of the Council.

B. Special Meetings

Special meetings may be called by:

1. The Chairperson; or
2. Any two (2) Council members.

C. Meeting Notice

1. Notice of regular meetings shall be provided to Council members at least seven (7) calendar days in advance, unless a shorter notice period is agreed upon by all members.
2. Notice of special meetings shall be provided at least three (3) calendar days in advance, or such shorter time as circumstances reasonably require.
3. Notice shall include the date, time, location (or electronic meeting information), and a proposed agenda.
4. All meetings are subject to Montana's open meeting laws and public notice requirements.

D. Meeting Format

1. Council members are expected to attend each meeting in person or by videoconference, teleconference, or other electronic means as authorized by law.
2. Meetings may be conducted entirely by electronic means if doing so does not violate applicable law.

E. Quorum

A simple majority of the Council members (two members) shall constitute a quorum for the

transaction of business.

F. Voting

1. Each Council member present shall have one (1) vote.
2. A simple majority of those members present and voting shall prevail on all motions and recommendations.
3. Members must be present (in person or electronically) to vote.
4. Alternate attendees may not vote.

G. Minutes

1. Minutes shall be prepared for each Council meeting by the Chairperson of the Council, or their staff designee, and shall include:
 - a. Date, time, location, and members present;
 - b. A summary of matters discussed;

H. Investment Reporting

1. The Chief Investment Officer of the Montana Board of Investments, or their designee, shall provide a report to the Council at least quarterly on the performance of the investment options offered under the Plans.
2. The report should, at a minimum, address:
 - a. Performance of each investment option relative to its benchmark and peer group;
 - b. Material changes to investment managers, strategies, or underlying funds;
 - c. Notable market or risk developments affecting the Plans' investment lineup; and
 - d. Any recommendations or considerations for future changes to the investment options or related investment policies.

I. Public Access

All meetings shall be open to the public in accordance with Montana's open meeting laws, except for those portions of meetings that may be closed as authorized by law.

ARTICLE V. – DUTIES AND RESPONSIBILITIES

A. General Advisory Duties

The Council advises MPERB on the operation, administration, and investment management of the PERS Defined Contribution Plan and the 457(b) Deferred Compensation Plan. Within this framework, its advisory role includes:

1. Reviewing investment options, performance, fees, and related investment policies, and

recommending changes to the investment lineup or policy language as appropriate.

2. Reviewing plan administration, service provider performance, participant communications, and administrative fees to help ensure services are effective, efficient, and aligned with MPERB's fiduciary obligations.
3. Monitoring legal and regulatory developments affecting the plans and advising MPERB on necessary plan or policy changes to maintain compliance and preserve the tax-qualified status of the plans.
4. Identifying emerging risks, operational issues, or participant needs related to the defined contribution and deferred compensation plans and elevating those matters to MPERB with recommended actions or options.

ARTICLE VI. – AMENDMENTS

Only MPERB may amend these Bylaws. The Council may recommend amendments to MPERB, but MPERB is not required to seek or receive a recommendation before amending the Bylaws.

ARTICLE VII. – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all matters not specifically addressed in these Bylaws or in controlling law, to the extent such rules are applicable and not inconsistent with these Bylaws or applicable law.

ARTICLE VIII. – EFFECTIVE DATE AND REVIEW

A. Effective Date

These Bylaws are effective as of April 9, 2026, and supersede all prior EIAC bylaws, including those adopted on August 26, 2004.

B. Periodic Review

The Council shall review these Bylaws at least once every five (5) years and recommend amendments to MPERB as appropriate to ensure continued relevance and effectiveness.

CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Employee Investment Advisory Council Bylaws were duly presented to and adopted by the Montana Public Employees' Retirement Board at a duly noticed meeting held on April 9, 2026, and that said Bylaws are effective as of April 9, 2026, and supersede all prior EIAC bylaws, including those adopted on August 26, 2004.

DATED this 9th day of APRIL, 2026.


MAGGIE PETERSON, PRESIDENT

Attest:


WILLIAM HOLAHAN, EXECUTIVE DIRECTOR