

BYLAWS
OF THE
PROPOSITION S INDEPENDENT CITIZENS OVERSIGHT COMMITTEE
OF THE
SAN DIEGO UNIFIED SCHOOL DISTRICT

1. COMMITTEE ESTABLISHED.

- A. The San Diego Unified School District (the "District") conducted an election on November 4, 2008 (the "Election"), seeking authorization from the District's voters to issue up to \$2.1 billion dollars in aggregate principal amount of the District's general obligation bonds (Proposition S). The voters of San Diego County approved Proposition S in the amount of \$2.1 billion. The election was conducted under Proposition 39, chaptered as the Strict Accountability in Local School Construction Bonds Act of 2000, at Section 15264 et seq. of the California Education Code.
- B. Pursuant to California Education Code ("Education Code") section 15278, the District is obligated to establish an Independent Citizens Oversight Committee ("Committee") in order to satisfy the accountability requirements of Proposition 39. The Governing Board of the San Diego Unified School District (the "Board") established the Committee at its regular meeting on November 18, 2008, and subsequently appointed the Committee's initial Members at subsequent meetings. The duties and rights set forth in these Bylaws reflect the language and intent of the Board's creation of the Committee.

2. PURPOSES.

- A. The purposes of the Committee are set forth in Proposition 39 and its implementing provisions in Education Code, and these Bylaws are specifically made subject to these provisions of law as to the duties and rights of the Committee. The Committee shall also be charged with responsibilities as set forth in the Proposition S Election Resolution, which is incorporated herein in its entirety. The District shall provide necessary administrative support to the Committee as shall be consistent with the Committee's purposes, as set forth in Proposition 39.
- B. The proceeds of general obligation bonds issued pursuant to the Election are hereinafter referred to as "bond proceeds." The Committee shall confine itself specifically to bond proceeds generated under Proposition S. Expenditure of other facility monies generated from other sources shall fall outside the scope of the Committee's review. However, to the extent that facilities are financed with a combination of Proposition S monies and other non-bond funds, such projects and

expenditures shall be subject to Committee oversight and review in accordance with law and these Bylaws.

C. Essential to the purpose of the ICOC is the establishment of meaningful and effective community and small business outreach, so that the District may maximize available resources and achieve its construction goals in a timely and efficient manner.

3. **DUTIES.** The Committee shall perform its duties pursuant to the Strict Accountability in Local School Construction Bonds Act of 2000 (Education Code sections 15264 through 15288, inclusive) a copy of which is attached as Exhibit A.

4. **AUTHORIZED ACTIVITIES.** The Committee may engage in the activities provided for in the Strict Accountability in Local School Construction Bonds Act of 2000 (Education Code sections 15264 through 15288, inclusive).

5. **MEMBERSHIP.**

A. **Number.** The Committee shall consist of eleven (11) members, as follows:

- 1) One member who is active in a business organization representing the business community located with the district;
- 2) One member who is active in a senior citizens' organization;
- 3) One member of a bona fide taxpayers' association;
- 4) One member who is the parent or guardian of a child enrolled in the district;
- 5) One member who is the parent or guardian of a child enrolled in the district and is active in a parent/teacher organization;
- 6) Five members individually nominated by each of the five members of the Board; and
- 7) One member of the Proposition MM ICOC, to provide background to new committee members. At any time during the life of this Committee, the Board may appoint an individual to this seat who was not a member of the Proposition MM ICOC.

B. **Qualification Standards.** To be a qualified person, he or she must:

- 1) Be at least 18 years of age and a citizen of the state in accordance with Government Code section 1020;
- 2) Reside within the District's geographic boundaries;
- 3) Not be an employee or official of the District; and

- 4) Not be employed as or by a vendor, contractor, or consultant of the District.
- C. Appointment. Members of the Committee shall be appointed by majority vote of the Board at a regularly scheduled, properly noticed public meeting, through an appointment process developed by the Board.
- D. Term. Except as otherwise provided herein, each member shall serve a term of two (2) years, with the term year commencing on March 25th, which corresponds with the date of the first meeting of the Committee after the passage of Proposition S. No member may serve more than two (2) consecutive terms. In order to stagger the terms of the Committee members, upon the adoption of these Bylaws by the Committee and the District Board of Education, the Board will select five (5) members to serve an initial term of one year. The Board will take appropriate action to ensure membership of statutory required memberships, as outlined in Section 5(A), and to ensure service of a mix of tenured Committee members.
- E. Ethics; Conflicts of Interest. By accepting appointment to the Committee, each member agrees to comply with the Conflict of Interest provisions of Article 4 (commencing with Section 1090) and Article 4.7 (commencing with Section 1125) of Division 4 of Title 1 of the California Government Code, and the Political Reform Act of Title 9 (commencing with Section 81000) of the Government Code, which includes the submitting of Form 700: Statement of Economic Interests with the District. Form 700 records will be maintained in the possession of the District's General Counsel at the Eugene Brucker Education Center.
- F. Removal; Vacancy. The Board may remove any Committee member for cause, including but not limited to failure to attend three (3) consecutive regular Committee meetings due to unexcused absences as determined by the Executive Committee, being absent for more than eighty percent (80%) of the regular Committee meetings in a term year, being absent from regular Committee meetings more than four (4) times in a term year, or for failure to comply with the provisions of these Bylaws. If a member fails to meet the qualification standards set forth above at any time during the term of service, the member shall be disqualified and the position shall be declared vacant. Upon a member's removal, his or her seat shall be declared vacant, and the Board shall fill any vacancies on the Committee in accordance with Section 5(C).
- G. Compensation. The Committee members shall not be compensated for their services.
- H. Authority of Members. Individual Committee members shall not have the authority to direct staff of the District. Individual members of the Committee retain the right to address the Board, either as an individual Committee member or, when so directed or authorized by the Committee, on behalf of the Committee.

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6. **OFFICERS.**

A. The Committee shall elect a Chair, and a Vice-Chair who shall act as Chair in the absence of the Chair, which positions shall continue for one (1) year terms.

B. ~~The ICOC Committee Chair shall be elected annually and may serve no more than four (4) consecutive one year terms. After completion of the fourth term the incumbent must wait one year before serving again as chair.~~

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7. **SUBCOMMITTEES.**

A. Establishment. There shall be ~~five (5)~~ standing Subcommittees, as follows:

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- 1) Audit Subcommittee.
- 2) Finance, Planning and Controls Subcommittee.
- 3) Construction Subcommittee.
- 4) Governance Subcommittee.
- 5) Executive Committee.

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B. Membership.

- 1) Subcommittees shall consist of a minimum of three (3) and a maximum of ~~[OPTION 1: five (5) members; OPTION 2: six (6) members].~~
- 2) Members of the Committee ~~[OPTION 1: shall; OPTION 2: should]~~ serve on a minimum of two (2) Subcommittees.
- 3) The Committee Chair shall serve as an ex-officio member of all Subcommittees, and shall vote on Subcommittee matters only in the case of a tie vote.

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C. Officers. Each Subcommittee shall appoint a Subcommittee Chair. Subcommittee Chairs are to be elected annually and may serve a total of four consecutive terms. After the fourth term the incumbent must wait one year before serving again as Subcommittee Chair. In the event that a Subcommittee has no elected Chair the ICOC Chair shall appoint a Subcommittee Chair pro-tem until the Subcommittee elects their Chair.

D. Executive Committee. An Executive Committee shall be formed comprised of the ICOC Chair and all standing Subcommittee Chairs. The ICOC Chair shall preside over this committee. The duties of the Executive Committee are to, monitor ICOC and Subcommittee attendance and to ~~convene in emergency situations when an attempt to convene a quorum of the Committee is unsuccessful.~~

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8. MEETINGS OF THE COMMITTEE AND SUBCOMMITTEES.

A. Brown Act. The Committee and its standing Subcommittees shall be deemed to be subject to the Ralph M. Brown Public Meetings Act of the State of California, and shall conduct its meetings in accordance with the provisions thereof.

B. Regular Meetings. The Committee and Subcommittees shall establish a schedule for the date and time of regular meetings to be held at least quarterly, to include an annual organizational meeting to be held in April.

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C. Location. All ICOC Committee meetings shall be held at the San Diego Unified School District Education Center auditorium and Subcommittees shall be held within the jurisdictional boundaries of the San Diego Unified School District.

D. Quorum. A majority of the number of Committee or Subcommittee members shall constitute a quorum for the transaction of any business, discussion or action except adjournment. In regards to the ICOC Committee a quorum constitutes six members present. Action of the Committee or a Subcommittee shall be by a majority vote of the Committee members.

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E. Procedures.

- 1) All meetings of the Committee and Subcommittees shall be noticed and conducted in accordance with the Ralph M. Brown Act, Government Code Section 54950 et seq.
- 2) The rules contained in the 10th edition of *Robert's Rules of Order* shall serve as a guide to the conduct of meetings when applicable, and when not inconsistent with these Bylaws
- 3) Proxy votes are not permitted at ICOC Committee meetings or at Sub Committee meetings.

9. DISTRICT SUPPORT.

A. The District shall provide to the Committee necessary technical and administrative assistance as needed including but not limited to:

- 1) Preparation of and posting of public notices as required by the Brown Act, ensuring that all notices to the public are provided in the same manner as notices regarding meetings of the District Board;
- 2) Provision of a meeting room, including any necessary audio/visual equipment;
- 3) Preparation and copies of any documentary meeting materials, such as agendas and reports; and

- 4) Retention of all Committee records, and providing public access to such records on an Internet website maintained by the Board.
- 5) District shall provide the Committee legal services as required to conduct its business. As a minimum, a legal counsel shall be available at ICOC meetings and at Subcommittee meetings when requested in advance by the ICOC Chair or the Subcommittee Chairs.

B. District staff shall attend all Committee and Subcommittee proceedings, unless excused, in order to report on the status of projects and the expenditures of bond proceeds.

C. The District shall not use any bond proceeds to provide the support set forth in this Section consistent with Education Code, Section 15280.

D. Any requests for copies or inspection of District records pursuant to their duties described in the Education Code shall be made through the Chair of the ICOC and the Chair of the appropriate Subcommittee. Requests shall be made in writing to the District's Executive Director, Capital Improvement Bond Program.

10. **REPORTS.** In addition to the Annual Report required in Section 3(C), the Committee shall report to the Board and public not less than quarterly in order to advise on the activities of the Committee. Such report shall be as required by law (in writing or posted to Committee website), and shall summarize the proceedings and activities conducted by the Committee in the previous quarter.

11. **TRANSPARENCY.** The Committee shall strive to achieve the highest level of transparency to ensure accountability and information for all District residents.

12. **INDEMNIFICATION.** The Board of Education shall indemnify, insure and hold harmless Committee members for and during their service on the Committee. Such indemnification, insurance and actions to hold them harmless shall be consistent with to what is provided for the members to the District's Governing Board, Officers, and employees. Reference Exhibit B & C.

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13. **MINORITY REPORTS.** It will be the goal of the ICOC to work collaboratively, support all ICOC members and develop consensus. However, a minority report to the year end performance audit report submitted to the Board of Education is permitted so long as it is proposed and supported by at least OPTION 1: four (4); OPTION 2: five (5) of 11 ICOC members, the report is signed by all members endorsing it, the intention to prepare a report is announced during the ICOC meeting during which the contested action is approved, and a copy of the minority report is submitted to the entire membership of the ICOC at least seventy-two (72) hours prior to the start of the Board of Education meeting during which the Board will receive the ICOC's report.

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14. **TERMINATION.** The Committee shall automatically terminate and disband at the earlier of the date when all bond proceeds are spent, or all projects funded by bond proceeds are completed.

15. **AMENDMENT OF BYLAWS.** Adoption and any amendment to these Bylaws shall be approved by a ~~[OPTION 1: two-thirds vote; OPTION 2: majority vote]~~ of the entire Committee, with such action taken after two readings. Adoption and approval by the Board shall be by majority vote, with only one reading necessary.

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