

**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 Section 15278 of the Education Code, 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. The Committee does not have independent legal capacity from the District.

2. **PURPOSES.**

- A. The purposes of the Committee are set forth in Proposition 39 and its implementing provisions in the California 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 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. 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.

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June 18, 2009

- 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.
3. **DUTIES.** To carry out its stated purpose, the Committee shall perform the following duties:
- A. **Inform the Public.** The Committee shall inform the public and the Board concerning the District’s expenditure of bond proceeds.
- B. **Review Expenditures.** The Committee shall review expenditure reports and other information produced by the District to ensure that bond proceeds are expended only for the purposes set forth in Proposition S, and ensure that no bond proceeds are used for any teacher or administrative salaries or other operating expenses.
- C. **Annual Report.** The Committee shall present to the Board, in public session, an annual written report which shall include the following:
- 1) A statement indicating whether the District is in compliance with the requirements of Article XIII A, Section 1(b)(3) of the California Constitution; and
 - 2) A summary of the Committee’s proceedings and activities for the preceding year.
- D. **Duties of the Board and the Superintendent.** Either the Board or the Superintendent, as the Board shall determine, shall have following powers reserved to it, and the Committee shall have no jurisdiction over the following types of activities:
- 1) Approval of construction contracts;
 - 2) Approval of construction change orders;
 - 3) Appropriation of construction funds;
 - 4) Handling of legal matters;

ICOC Prop S, Exhibit 5.3
June 18, 2009

- 5) Approval of construction plans and schedules;
- 6) Approval of Deferred Maintenance Plan; and
- 7) Approval of the sale of bonds.

E. Voter-Approved Projects Only. In recognition of the fact that the Committee is charged with overseeing the expenditure of bond proceeds, the Board has not charged the Committee with responsibility for:

- 1) Projects financed through the State of California, developer fees, redevelopment tax increment, certificates of participation, lease/revenue bonds, the general fund or the sale of surplus property without bond proceeds shall be outside the authority of the Committee.
- 2) The establishment of priorities and order of construction for the bond projects shall be made by the Board in its sole discretion.
- 3) The selection of architects, engineers, soils engineers, construction managers, project managers, CEQA consultants and such other professional service firms as are required to complete the project based on District criteria established by the Board in its sole discretion.
- 4) The approval of the design for each project including exterior materials, paint color, interior finishes, site plan and construction methods (modular vs. permanent) by the Board in its sole discretion and shall report to the Committee on any cost saving techniques considered or adopted by the Board.
- 5) The selection of independent audit firm(s), performance audit consultants and such other consultants as are necessary to support the activities of the Committee.
- 6) The approval of an annual budget for the Committee that is sufficient to carry out the activities set forth in Proposition 39 and included herein.
- 7) The allocation of State School Building Program grant funds to projects in the order and in the amount determined by the Board in its sole discretion.
- 8) The adoption of a plan for publicizing the activities of the Committee and the determination as to whether a mailer, a newspaper notice or website materials would best suit the distribution of the Committee's findings and recommendations.

ICOC Prop S, Exhibit 5.3
June 18, 2009

- 9) The amendment or modification of the Bylaws for the Committee as provided herein, subject to the legal requirements of Proposition 39.
 - 10) The appointment or reappointment of qualified applicants to serve on the Committee, subject to legal limitations, and based on criteria adopted in the Board's sole discretion as part of carrying out its function under Proposition 39.
- F. Indemnification. The District will defend, indemnify and hold harmless the Committee and its individual members for conduct within the course and scope of Committee functions and duties as provided by law and these Bylaws. In the event of litigation naming the Committee or individual Committee members, the Board shall provide counsel for the Committee and shall promptly determine whether to provide counsel for individual members.
4. **AUTHORIZED ACTIVITIES.** In order to perform the duties set forth in Section 3, the Committee may engage in the following authorized activities:
- A. Receive and review copies of the District's annual independent performance audit and annual independent financial audit, required by Article XIII A of the California Constitution.
 - B. Inspect school site facilities and grounds for which bond proceeds have been or will be expended, in accordance with any access procedure established by Executive Director, Capital Facilities Bond Program.
 - C. Receive and review copies of any deferred maintenance proposal or plans developed by the District.
 - D. Review the District's efforts to maximize bond proceeds in ways designed to:
 - 1) Reduce costs of professional fees or site acquisition;
 - 2) Incorporate efficiencies in school site design;
 - 3) Encourage joint use of core facilities; or
 - 4) Involve cost-effective and efficient reusable facility plans.
 - E. Any Committee requests for copies or inspection of District records shall be made in writing to the District's Executive Director, Capital Improvement Bond Program.

ICOC Prop S, Exhibit 5.3
June 18, 2009

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 current 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.

ICOC Prop S, Exhibit 5.3

June 18, 2009

- 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 and ending on March 24th of the following year. No member may serve more than two (2) consecutive terms. At the Committee's first meeting after the adoption of these Bylaws, members will draw lots to select five (5) members for an initial one (1) year term and six (6) members for an initial two (2) year term.
- 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.
- F. Removal; Vacancy. The Board may remove any Committee member for cause, including failure to attend two consecutive Committee meetings 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.
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. No person shall serve as Chair for more than two consecutive terms.
7. **SUBCOMMITTEES.**
- A. Establishment. There shall be four (4) standing Subcommittees, as follows:
- 1) Audit Subcommittee.
 - 2) Finance, Planning and Controls Subcommittee.

ICOC Prop S, Exhibit 5.3
June 18, 2009

- 3) Construction Subcommittee.
- 4) Governance Subcommittee.

B. Membership.

- 1) Subcommittees shall consist of a minimum of three (3) and a maximum of seven (7) members.
- 2) Members of the Committee are shall 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.

C. Officers. Each Subcommittee shall appoint a Subcommittee Chair. Until a Subcommittee Chair is selected, or in the event a Subcommittee is unable to select a Chair, the Committee Chair shall either serve as the Subcommittee Chair pro-tem or shall appoint a Subcommittee Chair pro-tem from the membership of the Subcommittee.

8. MEETINGS OF THE COMMITTEE AND SUBCOMMITTEES.

A. 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.

B. Location. All meetings of the Committee and Subcommittees shall be held within the jurisdictional boundaries of the San Diego Unified School District.

C. 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. Action of the Committee or a Subcommittee shall be by a majority vote of the members present.

D. 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.

ICOC Prop S, Exhibit 5.3
June 18, 2009

- 2) The rules contained in the current 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, but are not binding on the Chair.

9. **DISTRICT SUPPORT.**

A. The District shall provide to the Committee necessary technical and administrative assistance as follows:

- 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.

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.

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

11. **AMENDMENT OF BYLAWS.** Any amendment to these Bylaws shall be approved by a two-thirds vote of the entire Board.

12. **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.