INDEPENDENT CITIZENS' OVERSIGHT COMMITTEE BYLAWS

Section 1. COMMITTEE ESTABLISHED

The Board of Trustees (the "Board") of the Santa Rosa City Schools High School District (the "District") hereby establishes the Independent Citizens' Oversight Committee (the "Committee") which shall have the purposes and duties set forth in these Bylaws.

Section 2. PURPOSE

The purpose of the Committee is to inform the public annually concerning the expenditure of Measure L bond (the "Bond") proceeds, approved by the voters in November 2014, by issuing a written report.

Section 3. DUTIES

To carry out its stated purpose, the Committee shall perform the following duties:

3.1 Review Expenditures. The Committee shall review expenditure reports produced by the District to (a) ensure that Bond proceeds are expended only for the purposes set forth in the ballot measure; and (b) ensure that no Bond funds are used for any teacher or administrator salaries or any other operating expenses.

3.2 Annual Report. The Committee shall present to the Board an annual written report (the "Annual Report") which shall include the following:

(a) A statement indicating whether the District is in compliance with the requirements of Article XIIIA, Section 1(b)(3) of the California Constitution; and

(b) A summary of the Committee's proceedings and activities for the preceding year.

Section 4. AUTHORIZED ACTIVITIES

4.1 In order to perform the duties set forth in Section 3 hereof, 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 XIIIA of the California Constitution.

(b) Inspect school facilities and grounds for which Bond proceeds have been or will be expended to ensure that the Superintendent or designee expends bond funds in compliance with the requirements of paragraph (3) of subdivision (b) of Section 1 of Article XIIIA of the California Constitution in accordance with any access procedure established.

(c) Receive and review copies of any deferred maintenance proposals or plans developed by the District, including any reports required by Section 17584.1 of the California Education Code (the "Education Code").

(d) Review efforts by the District to maximize Bond proceeds by implementing cost-saving measures, including, but not limited to, all of the following: (1) mechanisms designed to reduce the costs of professional fees; (2) mechanisms designed to reduce the costs of site preparation; (3) recommendations regarding the joint use of core facilities; (4) recommendations regarding the use of cost-effective and efficient reusable facility plans; or (5) mechanisms designed to reduce costs by incorporating efficiencies in school site design.

4.2 Any Committee requests for copies or inspection of District records shall be made in writing to the Superintendent or designee.

SECTION 5. MEMBERSHIP

5.1 Number. The Committee shall consist of an odd number of members and not more than fourteen members, as follows:

(a) At least five members shall be appointed to the Committee from nominees provided by the following organizations:

(1) one member from a Business Organization in Santa Rosa; and

(2) one member of the PTA who is also a parent or guardian of a child enrolled in the District; and

(3) one member with a Finance Background Member; and

(4) one member from a Taxpayers Organization.

(5) one member from a Construction Background Member; and

(b) Also at least two members shall be appointed from applications received by the District as follows:

(1) one member who is active in a senior citizens' organization;

(2) one member from the City of Santa Rosa of whom is the parent or guardian of a child currently enrolled in the District.

5.2 Qualification Standard.

(a) To be a qualified member of the Committee, a person must:

(1) be at least 18 years of age and a citizen of the State of California in accordance with Section 1020 of the California Government Code (the "Government Code").

(2) not be an employee or official of the District; and

(3) not be a vendor, contractor, or consultant of the District.

(b) If a member fails to meet the qualification standards set forth above at any time during the term of service, such member shall be disqualified and the position shall be declared vacant. The Board shall appoint a new person to serve the remainder of the term, in accordance with the appointment process set forth in Section 5.3 below.

5.3 Appointment. Committee members shall be appointed for each vacancy or at the termination of each two-year term. Prior to appointment, the District Superintendent or designee shall conduct a nomination process to ensure that each person nominated meets the qualification standards set forth in Sections 5.1 and 5.2. The Superintendent or designee shall establish a process that provides reasonable notice to Board members, specified nominating organizations and individuals. When an appointment is necessary to fill a vacancy, the Superintendent or designee shall ensure that a nomination is received from a like organization or category as the Committee member whose position is vacant.

5.4 Ethics: Conflicts of Interest. By accepting appointment to the Committee, each member agrees to comply with Article 4 (commencing with Section 1090) and 4.7 (commencing with Section 1125) of Division 4 of Title 1 of the Government Code and the Political Reform Act (Government Code §§ 81000 *et seq*.), and to complete the Form 700 as required by certain designated employees of the District.

5.5 Term. Each member of the Committee shall serve for a term of two years and for no more than two consecutive terms, except at its first meeting the members shall draw lots to establish which four members will serve an initial one-year term in order to stagger the terms of office of members.

5.6 Removal; Vacancy. Committee members may be removed for cause, including failure to attend three consecutive committee meetings. Upon the removal of a member, his or her seat shall be declared vacant. Any vacancies on the Committee shall be filled in accordance with the appointment process set forth in Section 5.3 hereof.

5.7 Compensation. The Committee members shall not be compensated for their services.

Section 6. MEETINGS OF THE COMMITTEE

6.1 Regular Meetings. The Committee 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 June.

6.2 Location. All meetings shall be held at the administrative offices of the District located at 211 Ridgway Avenue, Santa Rosa, California, or other District facilities.

6.3 Procedures. All meetings shall be open and public in accordance with the Ralph M. Brown Act, Government Code Section 54950 *et. seq*. (the "Brown Act"). Meetings shall be conducted according to such procedural rules as the Committee may adopt. A majority of the number of Committee members shall constitute a quorum for the transaction of any business except adjournment.

Section 7. DISTRICT SUPPORT

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

(a) 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 Board;

(b) provision of a meeting room, including any necessary audio/visual equipment;

(c) preparation and copies of any documentary meeting materials, such as agendas and reports; and

(d) retention of all Committee records and public access to such records, including the posting of Committee records on the internet website maintained by the District.

7.2 District stall shall maintain all Committee records and provide public access to such records.

7.3 The District shall not use any Bond proceeds to provide the support set forth in this Section 7.

Section 8. OFFICERS

The Committee shall elect a Chair and a Vice-Chair who shall act as Chair only when the Chair is absent; such positions shall continue for two-year terms. No person shall serve as Chair for more than two consecutive terms.

Section 9. POWERS RESERVED TO THE GOVERNING BOARD

9.1 In order to clarify that the Committee's duties and activities are limited to those set forth in Sections 3 and 4 respectively, by way of example the Governing Board maintains the exclusive authority with respect to all, but not limited to, the following powers and activities:

(a) projects financed through the State of California, developer fees, redevelopment tax increment, certificates of participation, CFD Bonds, the general fund or the sale of surplus property without bond proceeds.

(b) the establishment of priorities and order of construction for Bond projects.

(c) 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 Bond projects.

(d) the approval of the design for each Bond project including exterior materials, paint color, interior finishes, site plan and construction methods.

(e) the selection of independent audit firm(s), performance audit consultants and such other consultants as are necessary to support the activities of the Committee.

(f) 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.

(g) the allocation of State School Building Program grant funds to projects in the order and in an amount determined by the Board.

(h) the adoption of a plan for publicizing the activities of the Committee.

(i) the appointment or reappointment of qualified applicants to serve on the Committee, subject to legal limitations, and based on criteria adopted by the Governing Board.

Section 10. AMENDMENT OF BYLAWS

The Board shall approve any amendment to these Bylaws prior to becoming effective.

Section 11. TERMINATION

The Committee shall automatically terminate and disband at the earliest of the date when (a) all Bond proceeds are spent, or (b) all projects funded by Bond proceeds are completed.

Section 12. APPLICABILITY OF THE CALIFORNIA LAW

The Committee was established by the District in order to comply with Sections 15278 *et seq*. of the Education Code. Nothing in these Bylaws shall be interpreted in a manner that is inconsistent with such provisions of the Education Code.