ROSELAND SCHOOL DISTRICT

CITIZENS' BOND OVERSIGHT COMMITTEE BYLAWS: MEASURE D

Section 1. Committee Established. The Roseland School District (the "District") was successful at the election conducted on March 3, 2020 (the "Election"), in obtaining authorization from the District's voters to issue up to $9,400,000 aggregate principal amount of the District's general obligation bonds (the "Bond Measure D"). The election was conducted under Proposition 39, being chaptered as the Strict Accountability in Local School Construction Bonds Act of 2000, at Section 15264 *et seq.* of the Education Code of the State ("Prop 39"). Pursuant to Section 15278 of the Education Code, the District is now obligated to establish the Committee in order to satisfy the accountability requirements of Prop 39. The Board of Trustees of the Roseland School District (the "Board") hereby establishes the Citizens' Bond Oversight Committee (the "Committee"), which shall have the duties and rights set forth in these Bylaws. The Committee does not have independent legal capacity from the District.

Section 2. Purposes. The purposes of the Committee are set forth in Prop 39, and these Bylaws are specifically made subject to the applicable provisions of Prop 39 as to the duties and rights of the Committee. The Committee 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 Prop 39. The proceeds of general obligation bonds issued pursuant to the Election are hereinafter bond proceeds." The Committee shall confine itself specifically to bond proceeds generated under the Bond Measure. Regular and deferred maintenance projects and all monies generated under other sources shall fall outside the scope of the Committee review.

Section 3. Duties of the Committee. To carry out its stated purposes, the Committee shall perform the following duties:

3.1 Inform the Public. The Committee shall inform the public concerning the District's expenditure of bond proceeds.

3.2 Review Expenditures. The Committee may review quarterly expenditure reports produced by the District to ensure that (a) bond proceeds are expended only for the purposes set forth in the Bond Measure; (b) no bond proceeds are used for any teacher or administrative salaries or other operating expenses.

3.3 Annual Report. The Committee shall present to the Board, in public session, an annual written report which shall include the following:

(a) A statement indicating whether the District is in compliance with the requirements of Article XIIIA, Section l(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. In order to perform the duties set forth in Section 3.0, the Committee may engage in the following authorized activities:

4.1 Review Audit. 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.

4.2 Inspect Facilities. Inspect District facilities and grounds for which bond proceeds have been or will be expended, in accordance with any access procedure established by the District's Superintendent.

4.3 Review Cost Saving Measures. Review efforts by the District to maximize bond proceeds by implementing various cost-saving measures.

Section 5. Duties of the Board/Superintendent. Either the Board or the Superintendent or his/her designee, as the Board shall determine, shall have the following powers reserved to it, and the Committee shall have no jurisdiction over the following types of activities:

(a) Approval of construction contracts,
(b) Approval of construction change orders,
(c) Appropriation of construction funds,
(d) Handling of all legal matters,
(e) Approval of construction plans and schedules,
(f) Approval of Deferred Maintenance Plan, and
(g) Approval of the sale of bonds.

Section 6. Powers Reserved by the Governing Board. 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:

(a) Projects financed through the State of California, developer fees, redevelopment tax increment, certificate 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.
(b) The establishment of priorities and order of construction for the bond projects shall be made by the Board in its sole discretion.
(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 project based on District criteria established by the Board in its sole discretion.
(d) 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.
(e) The approval of an annual budget for the Committee that is sufficient to carry out the activities set forth in Prop 39 and included herein.
(f) 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.

(g) 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.
(h) The amendment or modification of the Bylaws for the Committee as provided herein, subject to the legal requirements of Proposition 39.
(i) 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 Prop 39.

Section 7. Membership.

7.1 Number. The Committee shall consist of a minimum of seven (7) members appointed by the Board of Trustees from a list of candidates submitting written applications, including staff recommendations and based on criteria established by Prop 39, to wit:

- One (1) member who is a parent or guardian of a child enrolled in the District.
- One (1) member active in a business organization representing the business community located in the District.
- One (1) member active in a senior citizen's organization.
- One (1) member active in a bona-fide taxpayers association.
- One (1) member who is both
    - A parent or guardian of a child enrolled in the District and
    - Active in a parent-teacher organization, such as the Parent-Teacher Association or a school site council.
- Two (2) members of the community, with a preference for parents at the school.

7.2 Qualification Standards.

(a) To be a qualified person, he or she must be at least 18 years of age, in accordance with Government Code Section 1020, with a preference,but not a requirement, for individuals who reside or work within the District's geographic boundary
(b) The committee may not include any employee, official of the District or any vendor, contractor or consultant of the District.

7.3 Ethics: Conflicts of Interest. By accepting appointment to the Committee, each member agrees to comply with Articles 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 (Gov. Code§§ 81000 *et seq.),* and to complete the Form 700 as required by all "designated employees" of the District. Additionally, each member shall comply with the Committee Ethics Policy attached as "Attachment B" to these Bylaws.

7.4 Term. Except as otherwise provided herein, each member shall serve a term of two (2) years, beginning upon appointment. No member may serve more than three (3) consecutive two (2) year terms. A member may serve multiple non-consecutive terms as the Board may determine or direct.

7.5 Appointment. Members of the Committee shall be appointed by the Board through the following process: (a) appropriate local groups will be solicited for applications; (b) the Superintendent or his or her designee will review the applications; (c) the Superintendent or his or her designee will make recommendations to the Board.

7.6 Removal; Vacancy. The Board may remove any Committee member for any reason, including failure to attend two consecutive Committee meetings without reasonable excuse or for failure to comply with the Committee Ethics Policy. Upon a member's removal, his or her seat shall be declared vacant. The Board, in accordance with the established appointment process shall fill any vacancies on the Committee.

7.7 Compensation. The Committee members shall not be compensated for their services. The private and personal property of the Committee members shall be exempt from execution or other liability for any debts, liabilities or obligations of the District or the Committee, and no Committee members shall be personally liable or responsible for any debts, liabilities or obligations of the District or the Committee except where expressly set forth in California law.

7.8 Authority of Members. (a) Committee members shall not have the authority to direct staff of the District (b) Individual members of the Committee retain the right to address the Board, either on behalf of the Committee or as an individual.

Section 8. Meetings of the Committee.

8.1 Regular Meetings. The Committee is required to meet at least once a year.

8.2 Location. All meetings shall be held within the Roseland School District, located in Sonoma County, California. Meetings may be held using virtual teleconference tools.

8.3 Procedures. All meetings shall be open to the public in accordance with the *Ralph M. Brown Act,* Government Code Section 54950 *et seq.* Meetings shall be conducted according to such additional 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 9. District Support.

9.1 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 District Board;

(b) Provision of a meeting room or virtual teleconference system, including any necessary audio/visual equipment;

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

(d) In accordance with Education Code 15280(b), retention of all Committee records, and providing public access to such records on an Internet website maintained by the District;

(e) The taking and maintaining of minutes of the Committee meetings which minutes shall, at a minimum, include an identification of all Committee members present and absent at any meeting of the Committee and a statement of the vote on each issue of business directed, determined or set out by the Committee; and

(f) Arranging tours and inspections of school facilities and grounds as may be reasonably scheduled by the Committee as set forth in Section 4.2 above.

9.2 District staff and/or District consultants shall attend all Committee proceedings in order to report on the status of projects and the expenditures of bond proceeds.

Section 10. Reports. In addition to the Annual Report required in Section 3.2, the Committee may report as needed to the Board 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.

Section 11. Officers. The Superintendent shall appoint the initial Chair. Thereafter, the Committee shall elect a chair and a vice-chair who shall act as chair only when the chair is absent.

Section 12. Amendment of Bylaws. Any amendment to these Bylaws shall be approved by a two-thirds vote of the entire Board.

Section 13. Termination.

13.1 The Committee shall be disbanded at the end of the fiscal year in which:

(a) All Proposition 39 Measure D bond proceeds and earnings thereon have been expended;

(b) The Committee has issued its final annual report as required under Section 3.3 above; and

(c) The Committee has completed and conducted its final meeting, which shall be scheduled after notice of 13.1(a) herein occurs.

13.2 The District (pursuant to its records retention policy) shall keep all records of the Committee for a period of at least two (2) years after the disbanding of the Committee as provided for herein.

ATTACHMENT B.

CITIZENS' BOND OVERSIGHT COMMITTEE
ETHICS POLICY STATEMENT

This Ethics Policy Statement provides general guidelines for Committee members in carrying out their responsibilities. Not all ethical issues that Committee members face are covered in this Statement. However, this Statement captures some of the critical areas that help define ethical and professional conduct for Committee members. The provisions of this Statement were developed from existing laws, rules, policies and procedures as well as from concepts that define generally accepted good business practices. Committee members are expected to strictly adhere to the provisions of this Ethics Policy.

POLICY

 CONFLICT OF INTEREST. A Committee member shall not make or influence a District decision related to: (1) any contract funded by bond proceeds, or (2) any construction project which will benefit the Committee member's outside employment, business, or a personal finance or benefit an immediate family member, such as a spouse, child or parent.

 OUTSIDE EMPLOYMENT. A Committee member shall not use his or her authority over a particular matter to negotiate future employment with any person or organization that relates to: (1) any contract funded by bond proceeds, or (2) any construction project. A Committee member shall not make or influence a District decision related to any construction project involving the interest of a person with whom the member has an agreement concerning current or future employment, or remuneration of any kind. For a period of two (2) years after leaving the Committee, a former Committee member may not represent any person or organization for compensation in connection with any matter pending before the District that, as a Committee member, he or she participated in personally and substantially. Specifically, for a period of two (2) years after leaving the Committee, a former Committee member and the companies and businesses for which the member works shall be prohibited from contracting with the District with respect to: (1) bidding on projects funded by the bond proceeds; and (2) any construction project.

 COMMITMENT TO UPHOLD LAW. A Committee member shall uphold the federal and California Constitutions, the laws and regulations of the United States and the State of California (particularly the Education Code) and all other applicable government entities, and the policies, procedures, rules and regulations of the Cambrian School District.

 COMMITMENT TO DISTRICT. A Committee member shall place the interests of the District above any personal or business interest of the member.