BYLAWS OF THE MEASURE Z
CITIZENS' BOND OVERSIGHT COMMITTEE

Adopted by the Board of Trustees of the
Encinitas Union School District on February 11, 2025

Section 1. Committee Established. The Encinitas Union School District (the "District") was successful at an election conducted on November 5, 2024 (the "Bond Election") in obtaining authorization on a bond measure from the District's voters to issue up to $158,300,000 aggregate principal amount of the District's general obligation bonds ("Measure Z"). The Bond 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 Education Code of the State ("Proposition 39"). Pursuant to Section 15278 of the Education Code, the District is now obligated to establish this Citizens' Bond Oversight Committee (the "Committee") in order to satisfy the accountability requirements of Proposition 39. The Board of Trustees (the "Board") of the District hereby establishes the Committee, which shall have the duties and rights set forth in these Bylaws.

Section 2. Purposes. The purposes of the Committee are set forth in Proposition 39, and these Bylaws are specifically made subject to the applicable provisions of Proposition 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, Government Code Section 54950 *et seq.* (the "Brown Act") and shall conduct its meetings in accordance with the provisions thereof, and further in accordance with "Roberts Rules of Order."

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, but without expending bond funds on such support.

The proceeds of general obligation bonds issued pursuant to the authority of the Bond Elections are hereinafter referred to as "bond proceeds." The Committee shall confine its review of District expenditures specifically to expenditures of bond proceeds generated under Measure Z. Regular and deferred maintenance projects and all monies generated under other sources shall fall outside the scope of the Committee's review.

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

3.1 Inform the Public. The Committee shall inform the public about the District's expenditure of bond proceeds. In fulfilling this duty, all official communications of the Committee to either the Board or the public shall come from the Chair acting on behalf of the Committee. The Chair shall only speak on behalf of the Committee or release information attributed to the Committee that reflects the view of a majority of the Committee. No Committee member shall represent that they are speaking on behalf of the Committee unless authorized to do so by a majority of the Committee.

3.2 Review Expenditures. The Committee shall review expenditure reports produced by the District to evaluate if (a) bond proceeds were expended only for the purposes set forth in Measure Z; and (b) no bond proceeds have been used for teacher or administrative salaries or other operating expenses.

3.3 Annual Report. At least one time annually, commencing with the end of the first fiscal year in which any bond proceeds are expended and continuing through the end of the fiscal year in which bond proceeds have been spent in full, the Committee shall annually prepare and approve, by majority vote, a written report (each, an "Annual Report", the findings of which shall be summarized by the Chair of the Committee to the Board in public session, which annual written report shall include the following:

(a) A summary of the Committee's proceedings and activities for the preceding year, and

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

Annual reports shall be posted on the District's website in accordance with Sections 7 and 8 hereto.

3.4 Duties of the Board/Superintendent. Either the Board or the Superintendent, 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 contracts.

(b) Approval of change orders.

(c) Expenditures of bond funds.

(d) Handling of all legal matters,

(e) Identification of projects to be funded with bond proceeds.

(f) Approval of project prioritization, project plans and schedules.

(g) Approval of all deferred maintenance plans.

(h) Approval of the sale of bonds.

3.5 Oversight of Measure Z 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:

(a) Projects financed through the State of California, developer fees, certificates of participation, lease/revenue bonds, the general fund or the sale of surplus property, without bond proceeds, shall be outside the scope of oversight of the Committee.

(b) The establishment of priorities and order of construction for bond projects, which 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) which shall be determined by the Board in its sole discretion.

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

(f) 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.

Section 4. Authorized Activities.

4.1 In order to perform the duties set forth in Section 3, the Committee may engage in the activities authorized under Education Code Section 15278 subsection (c), including:

(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, in accordance with any access procedure established by the District.

(c) Review copies of deferred maintenance plans developed by the District.

(d) Review efforts by the District to maximize bond proceeds by implementing various cost-saving measures.

Section 5. Membership.

5.1 Number.

The Committee shall consist of at least seven members appointed by the Board. Appointments shall be made upon the recommendation of the Superintendent from a list of candidates submitting written applications, and based on criteria established by Proposition 39, to wit:

- One member shall be the parent or guardian of a child enrolled in the District.

- One member shall be the parent or guardian of a child enrolled in the District and active in a parent-teacher organization, such as the P.T.A. or a school site council.

- One member shall be active in a business organization representing the

business community located in the District.

- One member shall be active in a senior citizens' organization.
- One member shall be active in a bona-fide taxpayers association.
- Two members shall be from the community at-large.

Additional members of the community at-large may be appointed at the Board's sole discretion; however, the Board is only required to appoint seven members meeting the above criteria. Persons identified as alternate members may, but do not need to, be appointed by the Board in its discretion to serve in the event of an unexpected vacancy. However, alternate members are not counted for voting or quorum purposes unless or until they become a regular member of the Committee. The Board will attempt to maintain membership reflecting an odd number of members.

5.2 Qualification Standards.

(a) To be a qualified person, Committee members must be at least 18 years of age.

(b) As specifically prohibited by Education Code Section 15282, the Committee may not include any employee, official of the District or any vendor, contractor or consultant of the District.

(c) Preference will be given applicants who reside within District boundaries, however, residency within District boundaries is not a necessary qualification.

5.3 Ethics Rules Applicable to Committee: No Conflicts of Interest. The prohibitions contained in Article 4 (commencing with Section 1090) and Article 4.7 (commencing with Section 1125) of Chapter 1 of Division 4 of Title 1 of the Government Code (the "Conflicts Laws") apply to members of the Committee. As provided therein, members of the Committee shall not be financially interested in District contracts within the meaning of State law or engage in any activity for compensation that is in conflict with such member's duties described herein. The Committee is established to inform the public regarding the expenditure of bond proceeds. Committee members are not public officials of a government agency with decision-making authority within the meaning of the Political Reform Act of 1974, and the Committee is not a decision-making authority. By accepting appointment to the Committee, for the full term of service, each member agrees to serve on a voluntary basis without any form of compensation, to continue to meet the qualifications standards set forth in Section 5.2, and to continue to abide by the prohibitions on conflicts and financial interests set forth herein. Committee members are not "designated employees" of the District.

5.4 Term. Except as otherwise provided herein, each member shall serve a term of three years, commencing on the date of the first meeting of the Committee. No member may serve more than three consecutive terms. This limitation shall not prevent a former Committee member whose term has expired from serving again following at least a six-month period from such expiration.

5.5 Appointment. Members of the Committee shall be appointed by the Board through the following process: (a) the District shall notify the public through its customary forums that it is

accepting applications for Committee members, which may include posting at school sites, advertising in the local newspapers, and/or posting notice on the District's website or other social media forums, as well as the solicitation of local groups for applications; (b) applications shall be made available at the District office and/or through the District's web site; (c) the Superintendent will review the applications which have been submitted by the stated deadline; and (d) the Superintendent will make recommendations to the Board with respect to appointment. Appointments shall be made by the Board upon approval by majority vote at an open meeting. Appointments shall be recorded in the Board minutes.

5.6 Removal; Vacancy. The Board may remove any Committee member for cause, which includes failure to attend two consecutive Committee meetings without reasonable excuse or for failure to comply with Section 5.3 hereof. Upon a member's removal, the seat shall be declared vacant. The Board, in accordance with the established appointment process shall make best efforts to fill any vacancies on the Committee within 90 days. Notice of vacancies shall be communicated to the public using its standard noticing methods until such positions are filled. Members whose terms have expired may continue to serve on the Committee until their successor has been appointed. In the event the District is unable to appoint members meeting the criteria listed in Section 5.1, the Committee may proceed with one or more vacancies.

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

5.8 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 as an individual or, on behalf of the Committee if said member has been authorized to do so by a majority vote of the Committee; and (c) the Committee shall have the right to request and receive only copies of any public records relating to Measure Z funded projects.

Section 6. Meetings of the Committee.

6.1 Regular Meetings. The Committee shall meet at least once a year, or more frequently as the Committee deems it necessary to discharge its duty, but no more frequently than quarterly. At the end of each meeting, the Committee shall identify the next approximate meeting date.

6.2 Location. All meetings shall be held within the District.

6.3 Procedures. All meetings shall be open to the public in accordance with the Brown Act, Robert's Rules of Order, and 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.

Section 7. District Support.

7.1 Technical and Administrative Support. As provided by Education Code Section 15280, the District shall provide to the Committee necessary technical and administrative assistance in furtherance of its purposes and to publicize its conclusions. Such support shall include:

(a) preparation of and posting of public notices and agendas as required by the Brown Act, ensuring that all meetings notices and agendas are provided in the same manner as 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, minutes and reports;

(d) providing bond expenditure reports produced by the District for review at each meeting; and

(d) retention of all Committee records and reports, and

(e) providing public access to Committee meeting minutes and reports on an Internet website maintained by the District.

7.2 Copies of Bond Audits. Pursuant to Education Code Section 15286, the District shall submit a copy of its annual bond financial audit and performance audit, prepared each fiscal year in which bond proceeds have been expended, to the Committee at the same time such audits are submitted to the Board, and in any event no later than March 31 of each year. In addition, pursuant to Education Code Section 15280(a)(2), if findings, recommendations or concerns are identified in such audits, within three months of receiving the audits, the District shall provide the Committee with responses to such findings.

7.3 Staff Support. A member of the District staff shall attend Committee meetings in order to report on the status of projects and the expenditure of bond proceeds.

Section 8. Reports. The Committee must produce at least one Annual Report as referenced in Section 3.3. In addition, the Committee may report to the Board from time to time in order in order to inform the Board on the activities of the Committee. Any such reports shall be in writing, approved by the majority of the Committee, and shall summarize the proceedings and activities conducted by the Committee. Such reports shall also be made available on the District's internet web site.

Section 9. Officers. The Superintendent or such officer's designee shall call the first meeting to order and facilitate the meeting as its acting Chair until the Chair is appointed at said meeting. At the first meeting, the Committee shall elect by majority vote of its members a Chair and a Vice-Chair who shall act as Chair only when the Chair is absent. The Chair and Vice-Chair shall serve in such capacities for a term of one year and may be re-elected by vote of a majority of the members of the Committee.

Section 10. Amendment of Bylaws. These Bylaws may be amended at any time and from time to time by the Board. Any amendment to these Bylaws shall be approved by a majority vote of the Board.

Section 11. Termination. The Committee shall automatically terminate and disband concurrently with the Committee's submission of the final Annual Report which reflects the final accounting of the expenditure of all Measure Z funds.