

**MOUNTAIN VIEW WHISMAN SCHOOL DISTRICT  
MEASURES G AND T**

**CITIZENS' BOND OVERSIGHT COMMITTEE  
BYLAWS**

**MAY 2020**

## **Section 1. COMMITTEE ESTABLISHED**

- 1.1. The Mountain View Whisman School District ("District") was successful in June 2012 through Measure G in obtaining authorization from the District's voters to issue \$198,000,000 of the District's general obligation bonds ("Measure G"). The elections were conducted pursuant to Article XIII A, Section 1, subdivision (b)(3) of the California Constitution, which allows a 55% majority to pass the bond ("Proposition 39"). Pursuant to Section 15278 of the Education Code, the District established an "independent citizens' oversight committee" to satisfy the accountability requirements of Proposition 39 ("Measure G CBOC").
- 1.2. The District was successful in March 2020 through Measure T in obtaining authorization from the District's voters to issue \$259,000,000 of the District's general obligation bonds ("Measure T"). The elections were conducted pursuant to Proposition 39. Pursuant to Section 15278 of the Education Code, the District is now obligated to establish an "independent citizens' oversight committee" in order to satisfy the accountability requirements of Proposition 39.
- 1.3. Given that the expenditure of Measure G bond funds was nearly complete, through Board Resolution No. 01-060420 the Board discontinued the Measure G CBOC to establish a citizens' oversight committee to oversee the expenditure of remaining Measure G and Measure T bond funds.
- 1.4. The District's Board of Trustees ("Board") hereby establishes the Measure G and Measure T Citizens' Bond Oversight Committee which shall have the duties and rights set forth in these Bylaws.

## **Section 2. NAME AND LOCATION**

- 2.1. The name of the committee shall be the Measure G and Measure T Citizens' Bond Oversight Committee ("Committee"). The Committee was established by Resolution No. 01-060420 of the Board, pursuant to the passage of Measure G on June 5, 2012, and Measure T on June 4, 2020, by the electorate of the District.
- 2.2. The office of the Committee shall be located at the Mountain View Whisman School District, 1400 Montecito Ave., Mountain View, CA 94043.

## **Section 3. PURPOSE**

- 3.1. Pursuant to Education Code section 15278, the purpose of the Committee is to inform the public and the Board regarding the expenditure of Measure G and Measure T bond proceeds. The Committee shall actively review and report on the proper expenditure of taxpayers' money for school construction, and advise the public as to whether the District is in compliance with the requirements of paragraph (3) of subdivision (b) of Section 1 of Article XIII A of the California Constitution. The Committee shall confine its review to bond proceeds generated under Measure G and Measure T. Regular and deferred maintenance projects and all monies generated under other sources shall fall outside the scope of the Committee's review.

- 3.2. The Committee shall convene to provide oversight for, but not limited to, the following:
  - 3.2.1. Ensuring that Measure G and Measure T bond proceeds are expended only for the purposes described in paragraph (3) of subdivision (b) of Section 1 of Article XIII A of the California Constitution.
  - 3.2.2. Ensuring that Measure G and Measure T bond proceeds are not used for any teacher or administrative salaries or other school operating expenses, unless permitted by applicable law.

#### **Section 4. COMMITTEE ACTIVITIES**

- 4.1. The Committee shall engage in any of the following activities in furtherance of its purpose:
  - 4.1.1. Actively review and report on the proper expenditure of taxpayers' money for school construction.
  - 4.1.2. Advise the public as to whether the District is in compliance with the requirements of Article XIII A of the California Constitution. The Committee shall only release information that reflects the consensus view of the Committee.
  - 4.1.3. Conduct all business in accordance with the provisions of the Ralph M. Brown Public Meeting Act, California Government Code sections 54950 *et seq.* ("Brown Act"), which shall include the posting of agendas and minutes of the Committee meetings on the District's website.
  - 4.1.4. Provide for communication with and from the community on all issues related to Measure G and Measure T.
    - 4.1.4.1. **Annual Report.** The Committee shall issue an annual report of its activities to the Board. Each annual report shall concern the events of the preceding calendar year and shall be distributed within one-hundred twenty days (120) days of the end of the relevant calendar year.
    - 4.1.4.2. The report shall indicate whether the District is in compliance with the requirements of Article XIII A, Section 1, subdivision (b)(3) of the California Constitution.
    - 4.1.4.3. The report shall contain a summary of the Committee's proceedings activities for the preceding year.
    - 4.1.4.4. In addition, the Committee may prepare, approve, and distribute other progress reports of its activities, findings, and recommendations to the Superintendent, the Board, and the public. If in conducting its duties and activities, the Committee finds it necessary to report to the Board on any item it deems to be of immediate concern, the Committee may request that

the Board call a special Board meeting as soon as possible in accordance with the provisions of the Brown Act.

- 4.1.4.5. Committee reports shall be posted on the District's website.
- 4.1.5. All documents received and reports issued by the Committee shall be made available for public viewing on the District's website.
- 4.2. In furtherance of its purpose, and pursuant to Education Code section 15278, the Committee may engage in the following activities:
  - 4.2.1. Receive and review copies of the annual, independent financial/performance audits.
  - 4.2.2. With District staff's coordination and escort, inspect school facilities and grounds to ensure that Measure G and Measure T bond proceeds are expended in compliance with paragraph (3) of subdivision (b) of Section 1 of Article XIII A of the California Constitution.
  - 4.2.3. Receive and review copies of any deferred maintenance proposals or plans developed by the District including any reports required by Education Code section 17584.1.
  - 4.2.4. Review efforts by the District to maximize Measure G and Measure T bond proceeds by implementing cost-saving measures, including, but not limited to, all the following:
    - 4.2.4.1. Mechanisms designed to reduce the costs of professional fees.
    - 4.2.4.2. Mechanisms designed to reduce the costs of site preparation.
    - 4.2.4.3. Mechanisms designed to reduce costs by incorporating efficiencies in school site design.
    - 4.2.4.4. Recommendations regarding the joint use of core facilities.
    - 4.2.4.5. Recommendations regarding the use of cost-effective and efficient reusable facility plans.
- 4.3. The Committee may review any documents and proposals related to the expenditure of Measure G and Measure T bond proceeds and make recommendations in accordance with its purpose and activities, as stated in these Bylaws, Measure G and Measure T, and Proposition 39.
- 4.4. 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:
  - 4.4.1. 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, which shall be outside the authority of the Committee.

- 4.4.2. The establishment of priorities and order of construction for the bond projects, which shall be made by the Board in its sole discretion.
- 4.4.3. 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.
- 4.4.4. The approval of the design for each project including exterior materials, paint, paint color, interior finishes, site plan and construction methods (modular vs. permanent) which shall be determined by the Board in its sole discretion.
- 4.4.5. The selection of an independent audit firm(s), performance audit consultants and such other consultants as are necessary to support the activities of the Committee.
- 4.4.6. The approval of an annual budget for the Committee that is sufficient to carry out its activities.
- 4.4.7. 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.
- 4.5. Committee members shall not have the authority to direct District staff.
- 4.6. Committee members shall uphold the federal and California Constitutions, the laws and regulations of the United States and the State of California (including but not limited to the Education Code) and all other applicable government entities, and the policies, procedures, rules and regulations of the District.

## **Section 5. DISTRICT DUTIES AND SUPPORT**

- 5.1. The Board shall have the following duties reserved to it, and the Committee shall have no jurisdiction over the following types of activities:
  - 5.1.1. Approval of construction contracts.
  - 5.1.2. Approval of construction change orders.
  - 5.1.3. Appropriation of construction funds.
  - 5.1.4. Handling of legal matters.
  - 5.1.5. Approval of construction plans and schedules.
  - 5.1.6. Approval of Deferred Maintenance Plan.
  - 5.1.7. Approval of the sale of bonds.
- 5.2. The District shall provide necessary administrative and technical support to the Committee as shall be consistent with the Committee's purpose, including but not limited to:

- 5.2.1. 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 Board.
- 5.2.2. Provision of a meeting room, including any necessary audio/visual equipment.
- 5.2.3. Preparation and copies of any document or meeting materials.
- 5.2.4. Retention of all Committee records and providing public access to such records on an internet website maintained by the District.

## **Section 6. COMMITTEE RULES AND PROCEDURES**

- 6.1. **Calling Meetings.** Committee meetings shall be scheduled on a regular basis by majority vote of the Committee. In addition, special meetings may be called by the Chair or Vice Chair, or by any group of Committee members whose number represents a quorum, and if approved by the Board. All Committee meetings shall be arranged through the District-provided administrative services and be noticed in accordance with the Brown Act. Meetings may be adjourned when a quorum is not present. Meetings will occur at least once annually but not more than one a quarter.
- 6.2. **Agendas.**
  - 6.2.1. Agendas for Committee meetings shall be prepared by the Chair. All documents applicable to agenda items shall be distributed in advance of meetings.
  - 6.2.2. Any member of the Committee may request, and the Chair shall then place an item on a future agenda if the item is within the purview of the Committee.
  - 6.2.3. Agendas may include a consent calendar for routine, non-controversial items. These items must be clearly identified on published agendas. Any member of the Committee or public may request at the meeting that an item be pulled for discussion.
- 6.3. **Quorum.**
  - 6.3.1. The Secretary shall take and record roll at the beginning of each Committee meeting to determine the existence of a quorum. If a quorum ceases to exist during a meeting, the Secretary shall immediately inform the Chair.
  - 6.3.2. Actions may be undertaken at a meeting only if a quorum of seated members is present. A quorum is established when any whole number of Committee members greater than half the seated members is present. "Seated members" means the number of members set by the Board, less any who have resigned or been removed.

- 6.4. **Committee Voting.** Unless otherwise specified in these Bylaws, an action item properly placed on the agenda may be approved by a simple majority of Committee members in attendance, a quorum being present. Members may not vote by absentee or proxy.
- 6.5. **Rules of Procedure.** Meetings shall be conducted with courtesy and decorum.
- 6.6. **California's Open Meeting Law.** All meetings of the Committee shall be open to the public and shall be noticed and conducted in strict compliance with the Brown Act.
- 6.7. **Public Participation.** Any member of the public present at a meeting may address the Committee. The Chair may, at her/his discretion, choose in advance to place an equal time limit on all speakers.
  - 6.7.1. If a member of the audience has addressed the Committee on matters which are not on the posted agenda for that meeting, members shall refrain from discussing such matters. If the non-agenda matter raised by a member of the public concerns an issue that is within the subject matter jurisdiction of the Committee, any member may request that the Committee vote to place that matter on a future agenda.
  - 6.7.2. Persons addressing the Committee shall address the Committee as a whole and shall not direct comments to individual members of the Committee or to members of the audience.
  - 6.7.3. In the event of disorderly conduct by members of the public, the Committee may order the meeting room cleared pursuant to Government Code section 54957.9.
- 6.8. **Minutes.** Minutes of Committee proceedings and all documents received and reports issued shall be a matter of public record and the District shall make them available on the District's website. The District shall provide administrative services to assist the Committee Secretary in preparation, distribution, and posting of minutes for all Committee meetings. Minutes published before adoption by the Committee shall always be labeled "Unadopted Draft Minutes."
- 6.9. **Attendance.** Regular attendance at Committee and applicable subcommittee meetings is a fundamental obligation of every member of the Committee. Absences are disruptive to Committee activity and representation. Failure to attend two (2) consecutive meetings without acceptable reason announced in advance shall constitute due cause for member removal.
  - 6.9.1. Members anticipating an absence must call or email the Committee Chair or Secretary no later than 24 hours before the scheduled meeting.
  - 6.9.2. Committee attendance reports will be distributed annually and upon request by the Chair.
- 6.10. **Committee Reports.** The Committee shall prepare regular reports on its activities.

- 6.10.1. An annual report shall be issued to the Board at least once each year and shall include the following:
  - 6.10.1.1. 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
  - 6.10.1.2. A summary of the Committee's proceeds and activities for the preceding year.
- 6.10.2. The Committee shall actively review and report on the expenditure of taxpayers' money for school construction in accordance with voter approved projects. All such reports, written and/or oral, that represent the Committee's position must proceed from Committee review, be duly approved as to substance by an affirmative vote of a majority of the members present at a Committee meeting, the matter having been placed on the agenda and a quorum being present, and be faithfully articulated to the public only by the Committee Chair or an approved designee.
- 6.10.3. Reports of minority viewpoints will be allowed. All such reports, written and/or oral, that represent the minority's position must be reviewed, be duly approved as to substance without prejudice by a vote of the Committee, and be faithfully articulated to the public only by a designated minority spokesperson.
- 6.10.4. To avoid the need for minority reports, and to maximize working relationships and public confidence in the Committee, all due diligence should be pursued to resolve divisive issues during the review process, thereby attaining fullest possible Committee support for the content of public reports.
- 6.10.5. Any member of the Committee may speak as an individual on Measure G and Measure T issues, but must clearly state for the record that such statements are their own personal views which do not necessarily represent those of the Committee or the District.
- 6.10.6. Upon completion of all bond projects, the Committee Secretary shall prepare or cause to be prepared a final written report summarizing its activities and conclusions.

## **Section 7. SUBCOMMITTEES**

- 7.1. The Committee may, with a majority vote, form or disband subcommittees (standing or ad hoc) to perform specific parts of its purpose and duties, such as site inspections or issuing specific reports. The Chair shall appoint all subcommittee members. Subcommittees shall elect their own chairs and vice-chairs. Subcommittee meetings may proceed only when a quorum is present, a quorum being defined as half-plus-one of the full number of subcommittee members. Subcommittee chairs shall be responsible for calling its meetings,



preparing its agendas, noticing its members, and delivering timely reports of subcommittee actions to the Committee. Subcommittee meetings shall be conducted in accordance with the adopted Committee Rules and Procedures pursuant to these Bylaws.

- 7.2. A standing subcommittee undertakes ongoing duties in preparation for deliberation by the Committee. All standing subcommittees must fully comply with the Brown Act, irrespective of their number of members. Membership can include any number up to the full membership of the Committee.
- 7.3. An ad hoc subcommittee is temporary in nature. They may be formed to undertake specific, one-time duties in preparation for deliberation by the Committee. An ad hoc subcommittee shall be automatically disbanded upon acceptance of its final report to the Committee. Membership on ad hoc subcommittees will be limited to less than a quorum of the Committee and need not comply with Brown Act noticing.

## **Section 8. AMENDMENTS**

- 8.1. These Bylaws shall become effective upon approval of the Board and ratification by the Committee.
- 8.2. These Bylaws may be amended by an affirmative vote of not less than two-thirds of the members present at a Committee meeting at which said amendment has been agendized and a quorum is present. Any amendment of these Bylaws shall only become effective if and when it is approved by the Board.

## **Section 9. COMMITTEE SELECTION AND COMPOSITION**

- 9.1. The Board shall have sole discretion to select, appoint and remove Committee members and to determine its final size. The Committee shall consist of a minimum of seven (7) members and no more than fifteen (15) members, appointed by the Board. Employees, officials, vendors, contractors, or consultants of the District are not eligible for voting or active membership on the Committee. To be eligible to be a Committee member, a person must be at least 18 years of age.
- 9.2. Per Education Code sections 15278 – 15282, the Committee shall include, at least:
  - 9.2.1. One member who is active in a business organization representation the business community located with the District.
  - 9.2.2. One member who is active in a senior citizens' organization.
  - 9.2.3. One member shall be active in a bona fide taxpayers' organization.
  - 9.2.4. One member who is a parent or guardian of a child enrolled in the District.
  - 9.2.5. One member who is a parent or guardian of a child enrolled in the District and active in a parent-teacher organization or school site council.

- 9.3. A member originally appointed to serve a term in one of these categories, during the course of the term, no longer qualifies for that category, must so notify the Board and the Committee immediately. That member must resign from the Committee if that resignation is necessary to fill that category with another person. The member can remain a member of the Committee only if doing so does not increase the Committee membership past the maximum size.
- 9.4. In the case of a vacancy, removal, or resignation of a Committee member the Board shall diligently seek to fill the above-referenced categories.
- 9.5. Committee members may not hold any incompatible office or position during their term of membership, pursuant to Government Code sections 1125 *et seq.* Committee members shall abide by the conflict of interest prohibitions contained in Article 4 of Division 4, of Title I (commencing with Section 1090) of the Government Code. Any member shall disclose immediately any possible or potential conflict of interest to the Committee. A Committee member's failure to disclose any possible or potential conflict of interest when known may result in the member's removal from the Committee.
- 9.6. A Committee member shall not make or influence a District decision related to any contract funded by bond proceeds or 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.
- 9.7. 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 bond proceeds; and (2) any construction project.
- 9.8. A committee member shall place the interests of the District above any personal or business interests of the member.
- 9.9. Not all ethical issues that Committee members may face are covered in these Bylaws. However, these Bylaws capture some of the critical areas that help define ethical and professional conduct for Committee members. The provisions of these Bylaws 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 these Bylaws.

#### **Section 10. TERMS OF OFFICE**

- 10.1. Pursuant to Education Code section 15282, Committee members shall serve for a term of two (2) years (or one (1) year as indicated below), and for no more than three (3) consecutive terms. Should a member resign her/his position before her/his term matures, the Board will appoint a new member to complete the term.
- 10.2. At the Committee's first meeting, members will draw lots to select which members shall be in "Group 1" or "Group 2" below, with a majority of the members (no more than half of the members plus one) being in Group 1. This will ensure a "staggering" of the Committee membership to maintain both institutional knowledge and continued new member involvement.

	<b>Group 1</b>	<b>Group 2</b>
1 <sup>st</sup> Term	2-Year Term	2-Year Term
2 <sup>nd</sup> Term	2-Year Term	<i>1-Year Term</i>
3 <sup>rd</sup> Term	2-Year Term	2-Year Term

- 10.3. The Committee members shall not be compensated for their services.

#### **Section 11. REMOVAL FROM OFFICE**

- 11.1. The Board may remove any Committee member, for good cause, including the failure to attend two (2) consecutive Committee meetings without reasonable excuse, or for failure to comply with the prohibition against conflict of interest as set forth in these Bylaws. Upon a member's removal, her/his seat shall be declared vacant. The Board, in accordance with the established replacement process set forth in these Bylaws, shall fill any vacancies on the Committee within ninety (90) days of the vacancy. Members whose terms have expired may continue to serve on the Committee until their successor has been appointed.
- 11.2. Any Committee member may request that the removal of another Committee member be placed on the agenda for the Committee's next meeting and may, at that meeting, introduce a motion to remove said member from the Committee for cause (as defined above). Specific cause must be cited in the meeting agenda and motion for removal. A motion to remove a member shall be approved by an affirmative vote of not less than two-thirds of the members present at a Committee meeting, the matter having been placed on the agenda and a quorum being present.

- 11.2.1. The motion and its result shall be communicated in writing to the member under consideration and to the Board President within one (1) week after the meeting that the motion was approved.
- 11.2.2. If that removal action is approved by the Committee, District staff shall place approval of that member on the Board's next available Board meeting agenda. Removal shall be effective immediately upon the Board's approval of the Committee's action.
- 11.2.3. If the Committee's motion fails, the member under consideration cannot be removed by another vote of the Committee based on the specific bases for cause used for that initial vote.

**Section 12. REPLACEMENT OF COMMITTEE MEMBER / VACANCIES**

- 12.1. Vacancies on the Committee shall exist on the death, resignation, or removal of any member. Any member may resign effective upon giving written notice to the Chair of the Committee, or the Vice-Chair of the Committee, unless the notice specifies a later time for the effectiveness of such resignation.
  - 12.1.1. Vacancies on the Committee may only be filled by the Board through an application and interview process.
  - 12.1.2. If a Committee position becomes vacant, the Committee Chair shall request that the Board appoint a replacement.
- 12.2. A replacement Committee member may be appointed by the Board if one or more of the following events occurs:
  - 12.2.1. A Committee member submits a written resignation to the Board, with a copy to the Committee Chair;
  - 12.2.2. The Committee approves a motion to remove a member for cause and that action is thereafter approved by the Board, as further indicated in these Bylaws.

**Section 13. COMMITTEE OFFICERS**

- 13.1. Officers of the Committee shall be a Chair, a Vice-Chair, and a Secretary. The Committee may choose to establish other elected positions by amending these Bylaws.
- 13.2. The Superintendent shall appoint the initial Chair. Thereafter, the Committee shall elect a Chair, a Vice-Chair and a Secretary. The Vice-Chair who shall act as Chair only when the Chair is absent. These positions shall continue for one (1) year officer-terms. No person shall serve in a position for more than three (3) consecutive officer-terms at the same position.
- 13.3. The Committee Chair, Vice-Chair, and Secretary shall have the following duties:
  - 13.3.1. Committee Chair Duties
    - 13.3.1.1. The Chair shall call Committee meetings.

- 13.3.1.2. The Chair shall establish the agenda for each Committee meeting.
  - 13.3.1.3. The Chair shall preside over each Committee meeting, and follow the Rules of Procedure.
  - 13.3.1.4. The Chair shall, upon willing concurrence of candidates, appoint the members of each Subcommittee that the Committee chooses to form.
  - 13.3.1.5. The Chair shall attend, or appoint another Committee member to attend, meetings of the Board at which Measure G and Measure T planning, revenue, expenditure, reporting, and related budgetary issues are placed on the agenda.
  - 13.3.1.6. The Chair, or her/his Committee-approved designee shall serve as spokesperson for the Committee in all representations of the Committee to the public, the Board, and the media.
  - 13.3.1.7. The Chair is an ex-officio member of all subcommittees.
- 13.4. Committee Vice-Chair
  - 13.4.1. The Vice-Chair shall perform each of the duties of the Chair as necessary in the absence of the Chair.
- 13.5. Committee Secretary
  - 13.5.1. Subject to review by the Chair before publishing, the Secretary shall provide oversight in the preparation, recording, and distribution by District-provided administrative services of the following documents in accordance with the Brown Act:
    - 13.5.1.1. Committee meeting agendas;
    - 13.5.1.2. All reports, materials, and meeting packets as required by or addressed to the Committee;
    - 13.5.1.3. The minutes of Committee meetings;
    - 13.5.1.4. All written material submitted by the public during Committee meetings;
    - 13.5.1.5. All official correspondence addressed to the Committee;
    - 13.5.1.6. Reports adopted by the Committee;
    - 13.5.1.7. Committee attendance records.
  - 13.5.2. The Secretary shall take and record roll at the beginning of each Committee meeting to determine the existence of a quorum. If a quorum ceases to exist during a meeting, the Secretary shall immediately inform the Chair.

- 13.6. The Vice-Chair will accede to Chair when a vacancy occurs in that office. In the event of a vacancy in the office of Vice-Chair or Secretary, the position will be filled by election, placed on the agenda at the next Committee meeting, by vote of a majority of the members of the Committee.

**Section 14. TERMINATION**

- 14.1. The Committee shall automatically terminate and disband at the earlier of the date:
  - 14.1.1. All bond proceeds have been expended; or
  - 14.1.2. All projects funded by Measure G and Measure T bond proceeds are complete.
- 14.2. At the time of the termination of the Committee, the Committee shall prepare a final report of findings and recommendations to be presented and received by the Board at a regularly scheduled Board meeting within sixty (60) days of termination.