

**BYLAWS OF THE INDEPENDENT CITIZENS' OVERSIGHT COMMITTEE  
OF THE NOVATO UNIFIED SCHOOL DISTRICT**

**1.0 Preamble**

For school bonds passed pursuant to Article 13A, Section 1(b)(3) of the California Constitution, which allows a 55% majority to pass the bond, the Novato Unified School District's ("District") Governing Board ("Board") is required by Section 15278 of the California Education Code to appoint an independent citizens' oversight committee ("Committee"). Pursuant to Section 15282 of the Education Code, the Committee must have at least seven (7) members and represent specific segments of the community.

**2.0 Committee Purpose and Duties**

**2.1 Purpose**

The purpose of the Committee is to inform the public concerning the expenditure and uses of the District's bond measure ("Bond Measure") bond revenues, which Bond Measure was approved on the November 8, 2016, ballot. The Committee's purpose is an audit function rather than an advisory function. The Committee's legal charge is to actively review and report on the expenditure of taxpayer money for school construction in accordance with voter approved projects. The Committee shall convene to provide oversight of the following:

- A. Ensure that bond revenues are expended only for the purpose described in Article 13A, section 1, subdivision (b)(3) of the California Constitution including the construction, reconstruction, rehabilitation or replacement of school facilities, including the furnishing and equipping of school facilities, or the acquisition or lease of real property for school facilities.
- B. Ensure that as prohibited by Article 13A, section 1, subdivision (b)(3)(A) of the California Constitution, no bond revenues are expended for any teacher and administrative salaries or other school operating expenses.

**2.2 Duties**

Committee members shall be expected to attend its regularly scheduled meetings, diligently review all pertinent information provided to the Committee pursuant to state laws, and abide by all rules of conduct established in these Bylaws. In furtherance of its purpose, the Committee will at its discretion engage in the following activities:

- A. Receive and review copies of the annual, independent performance audits required by Section 1(b)(3)(C) of Article 13A of the California Constitution.
- B. Receive and review the annual, independent financial audits required by Section 1(b)(3)(C) of Article 13A of the California Constitution.

- C. Inspect school facilities and grounds to ensure that bond revenues are expended in compliance with the requirements of Section 1(b)(3) of Article 13A of the California Constitution.
- D. Receive and review copies of any deferred maintenance proposals or plans developed by the District, including any reports required by California Education Code section 17584.1.
- E. Review efforts by the District to maximize bond revenues by implementing cost-saving measures including, but not limited to the following:
  - 1. Mechanisms designed to reduce the costs of professional fees;
  - 2. Mechanisms designed to reduce the cost of site preparation;
  - 3. Recommendations regarding the joint use of core facilities;
  - 4. Mechanisms designed to reduce costs by incorporating efficiencies in school site design; and
  - 5. Recommendations regarding the use of cost-effective and efficient reusable facility plans.

### **2.3 Areas Reserved for District Discretion**

The Committee shall not have the authority to:

- A. Participate in the bond sale and issuance process or make decisions concerning the timing, terms or structure of a bond issuance, except that the Committee may review the District's bond issuance documents upon the conclusion of a bond sale if desired.
- B. Determine how bond funds shall be spent.
- C. Select contractors or consultants for bond projects or participate in the negotiation or bid process for such contractors and consultants.
- D. Enter or inspect a job site or construction project without prior permission of the District Superintendent or designee. Frequency and timing of all such visits are within the sole discretion of the Superintendent or designee. Visits to job sites require that the Committee member(s) be accompanied by a representative of the District and require that all safety measures in effect at the job site be followed.
- E. Contact District contractors or consultants, including without limitation, accountants, auditors, architects, financial advisors and legal counsel, without the prior permission of the District Superintendent or designee.
- F. Require the District to prepare reports or conduct audits more frequently than those required by law.

The Committee shall not be entitled to legal representation by District legal counsel or at District expense, unless permitted by the Board.

### **3.0 Committee Composition**

The Board shall have sole discretion to select and appoint Committee members and to determine its final size. The Committee shall consist of at least seven (7) members, including the following community representation:

- A. One (1) member shall, at the time of appointment, be active in a business organization representing the business community located within the school district;
- B. One (1) member shall, at the time of appointment, be active in a senior citizens' organization, which may be a local, regional, statewide, or national organization;
- C. One (1) member shall, at the time of appointment, be active in a bona fide taxpayers' organization, which may be a local, regional, statewide, or national organization;
- D. One (1) member shall, at the time of appointment, be the parent or guardian of a child currently enrolled in a school of the District; and
- E. One (1) member shall, at the time of appointment, be both a parent or guardian of a child currently enrolled in a school of the District and be an active member in a District parent-teacher organization, such as the PTA or a school site council.
- F. Two (2) or more additional at-large members selected by the District.

### **3.1 Eligibility**

- A. The Committee shall be comprised of individuals who either live or work within the boundaries of the District.
- B. No employee, official, vendor, contractor, or consultant of the District shall be appointed to the Committee.
- C. Committee members shall be subject to prohibitions regarding incompatibility of office pursuant to Government Code sections 1125-1129 and financial interest in contracts pursuant to Government Code sections 1090-1099.

### **3.2 Term of Service**

- A. Committee members serve without compensation for a term of two (2) years, except that in the Committee's first term, four members shall serve a term of one (1) year to establish a staggering of board positions. The determination of who shall

serve for one year will be made by the Committee by whatever reasonable method the Committee shall choose. A person may serve for no more than three (3) consecutive terms.

- B. After appointment, Committee members who wish to be appointed for a second or third two (2)-year term shall reapply to the Board for consideration.

### **3.3 Replacing a Committee Member**

- A. If a Committee position becomes vacant, the Committee Chair shall request that the Board appoint a replacement. Unless failure to act results in the inability to meet a Committee quorum, if six (6) months or less remain of the unexpired two (2)-year term, the Board may choose to leave that position vacant for the remainder of the term.
- B. 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 excessive absence or for any other egregious violation(s) of the Committee's Code of Conduct, attached to these Bylaws as Attachment A. Specific cause must be cited in the meeting agenda and motion for removal.
- C. A replacement Committee member may be appointed by the Board if one (1) or more of the following events occurs:
  - 1. The Committee member submits a written resignation to the Board, with a copy to the Committee Chair;
  - 2. The Committee approves a motion to remove a member for cause, including non-attendance at meetings (ref: Section 5.9, below), violating these Bylaws, and/or violating the Committee's Code of Conduct. A motion to remove a member shall be approved by an affirmative vote of not less than two-thirds (2/3) of the members present at a Committee meeting, a quorum being present. 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. Removal shall be effective immediately upon passing the motion.
- D. Within sixty (60) days of being notified of a Committee vacancy, the Board will appoint a new member to complete the term of the vacancy, following the process used to select the original Committee members.

- E. Committee members appointed to fill vacant, unexpired terms may apply and shall be eligible for reappointment to subsequent terms.
- F. A Committee member who no longer serves the group s/he was appointed to represent (e.g., ceases to be active within a taxpayers organization or ceases to have a child enrolled in the District) shall be allowed to complete his/her current term. However, that Committee member shall not be entitled to serve a subsequent term as a representative of that group.

#### **4.0 Committee Officers**

Officers of the Committee shall be a Chair and a Vice-Chair. The Committee may choose to establish other elected positions by amending these Bylaws pursuant to Section 8.0.

##### **4.1 Elections**

At the annual organizational meeting of the Committee, the Committee shall place into nomination and elect a Chair and a Vice-Chair. If the Committee amends these Bylaws to establish other elected positions, their election shall take place at the same meeting as the elections of the Chair and the Vice-Chair.

##### **4.2 Term of Office**

Officers shall be elected for a one (1)-year term and shall not be term-limited except for the limit on the terms of Committee members set forth in Section 3.2 above.

##### **4.3 Duties of the Chair**

- A. The Chair shall call Committee meetings (ref: Sections 5.0 and 5.1, below).
- B. The Chair shall establish the agenda for each Committee meeting in coordination with the District or its representative.
- C. The Chair shall preside over each Committee meeting, following the adopted Rules of Procedure (ref: Section 5.5, below).
- D. The Chair shall, upon willing concurrence of candidates, appoint the members of each Subcommittee that the Committee chooses to form (ref: Section 7.0 et seq., below).
- E. The Chair shall attend, or appoint another Committee member to attend, meetings of the Board at which Bond Measure planning, revenue, expenditure, reporting, and related budgetary issues are on the agenda.
- F. The Chair, or his/her Committee-approved designee, shall serve as spokesperson for the Committee in all representations of the

Committee to the public, the Board, and the media (ref: Sections 6.0.A and B, below).

- G. The Chair is an ex-officio member of all subcommittees.
- H. The Chair may appoint a Parliamentarian to assist in complying with Robert's Rules of Order during Committee meetings (ref: Section 5.5, below).

#### **4.4 Duties of the Vice-Chair**

The Vice-Chair shall perform each of the duties of the Chair as necessary in the absence of the Chair.

#### **4.5 Duties of the District**

- A. The District shall be responsible for providing administrative support to the Committee, and shall do the following:
  - 1. Prepare Committee meeting agendas, in conjunction with the Chair;
  - 2. Compile reports, materials, and meeting packets as required by or addressed to the Committee;
  - 3. Prepare the minutes of Committee meetings (ref: Section 5.8, below) for approval by the Committee;
  - 4. Compile all written material submitted by the public during Committee meetings;
  - 5. Compile and disseminate to the Committee all official correspondence addressed to the Committee.
  - 6. Keep copies of all reports adopted or prepared by the Committee;
  - 7. Post all Committee documents on the District's website.

#### **4.6 Succession**

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, the position will be filled by election, placed on the agenda at its next regular Committee meeting.

#### **5.0 Meetings**

All Committee meetings subject to the Brown Act will be held in a handicapped-accessible facility at a District facility.

- A. The Committee shall meet approximately four times per year, on the dates determined by the Committee.

- B. The Committee officers must make themselves available to attend Board meetings when performance and financial audits relating to the Bond Measure are presented.

#### **5.1 Calling Meetings**

Committee meetings may be scheduled on dates selected by the Committee in the months set forth in Section 5.0 above, unless changed by action 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. All Committee meetings shall be arranged through the District-appointed liaison and be noticed in accordance with the Brown Act.

#### **5.2 Agendas**

- A. Agendas for regular Committee meetings will be prepared by the District liaison in coordination with the Chair (ref: Section 4.3.B, above). All documents applicable to agenda items shall be distributed in advance of meetings.
- B. Any member of the Committee may submit a request for placing an item on a future agenda.
- C. 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 from the consent calendar be pulled for discussion.
- D. After roll-call and the establishment of a quorum, meetings will begin with approval of minutes from the prior meeting.

#### **5.3 Quorum**

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.

#### **5.4 Committee Voting**

Unless otherwise specified in these Bylaws (ref: Sections 3.3.C.2 and 6.0.B), an action item on the agenda may be approved by a simple majority of Committee members in attendance, a quorum being present (ref: Section 5.3, above).

#### **5.5 Rules of Procedure**

Meetings shall be conducted with courtesy and decorum and in accordance with Robert's Rules of Order.

#### **5.6 California's Open Meeting Law**

All meetings of the Committee shall be open to the public and shall be noticed and conducted in compliance with the Brown Act.

### **5.7 Public Participation**

Any member of the public present at a meeting may address the Committee, and the Committee shall comply with the standards of the District Board for public participation in meetings.

### **5.8 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 internet website for a period of one (1) month from the date of the meeting to which the minutes relate. Minutes of Committee meetings shall be kept seven (7) years from the conclusion of the work authorized by the Bond Measure, and once they have been removed from the website will be available for inspection at the District office upon the request of a member of the public. The District shall provide administrative services to assist the Committee Chair in preparation, distribution, and posting of minutes for all Committee meetings (ref: Section 4.5, above). Minutes published before adoption by the Committee shall always be labeled "Unadopted Minutes."

All documents received by the Committee that are not otherwise exempt from disclosure under the California Public Records Act (Gov. Code, § 6250 et seq.) shall be posted on the Committee's page of the District's internet website for a period of one (1) month after their dated date. All reports issued by the Committee, shall be posted for a period of one (1) year. Once such documents have been removed from the website, they will be available for inspection at the District office upon the request of a member by members of the public at the District office upon request. The Committee Chair, in consultation with District staff, may decline to post on the Committee's page of the District's website any documents received by the Committee that are determined to be defamatory, or offensive, or outside the jurisdiction of the Committee.

### **5.9 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 (ref: Section 3.3.C, above).

- A. Members anticipating an absence must call or email the Committee Chair no later than twenty-four (24) hours before the scheduled meeting.
- B. Committee attendance reports will be distributed annually and upon request by the Chair.

### **6.0 Committee Reports**



- A. The Committee shall prepare regular reports on its activities, including one comprehensive, written report for each fiscal year during which bond proceeds are spent, after the District has completed and submitted to the Committee its financial and performance audits for a particular year. Upon completion of all projects authorized by the Bond Measure, the Committee Chair shall prepare or cause to be prepared a final written report summarizing its activities and conclusions.
- B. The Committee's legal charge is to actively review and report on the expenditure of taxpayer money for school construction (Section 1.1, above). 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 not less than two-thirds (2/3) of the members present at a Committee meeting, a quorum being present, and be faithfully articulated to the public only by the Committee Chair or an approved designee (ref: Section 4.3.F, above).
- C. Reports of minority viewpoints will be allowed. All such reports, written and/or oral, that represent the minority 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. To avoid the need for minority reports, and to maximize the working relationships on 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.
- D. Any member of the Committee may speak as an individual on Bond Measure issues, but must clearly state for the record and insist that it be made known that such statements are their own personal views which do not necessarily represent those of the Committee or the District.

## **7.0 Subcommittees**

The Committee may, on majority vote, form or disband subcommittees (standing or ad hoc) to perform specific parts of its purpose and duties, such as preparing and issuing 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 Rules of Procedure (ref: Section 5.5, above).

### **7.1 Standing Subcommittees**

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.

## **7.2 Ad Hoc Subcommittees**

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 an ad hoc subcommittee will normally be limited to less than a quorum of the Committee. If thus limited, ad hoc subcommittee meetings need not comply with Brown Act noticing.

## **8.0 Amendment**

These Bylaws may be proposed for amendment by majority vote of the Committee at any regular meeting at which said amendment is placed on the agenda and a quorum is present. Amendments shall be consistent with District Board Policy and applicable legal requirements. No substantive amendment will be effective until approved by the District.

## **9.0 Liability Insurance**

In acting within its official capacity as defined in these Bylaws, Committee members shall be covered by the District's liability insurance. In no event shall anything herein contained be construed as authorizing the District to insure any such officers or Committee members against any liability or expense by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of their office.

## **Attachment A**

### **Novato Unified School District**

#### **Independent Citizens' Oversight Committee**

##### **Code of Conduct**

The following is expected of every member of the Independent Citizen's Oversight Committee:

1. Regularly attend all Independent Citizens' Oversight Committee (ICOC) and subcommittee meetings. Call in advance if you cannot attend.
2. Be prepared. Always read your meeting packets in advance of meetings.
3. Stay focused on the statutory purposes of the ICOC.
4. Be courteous and respectful during all ICOC meetings.
5. Faithfully observe the Brown Act, the ICOC Bylaws, District Board policies, all applicable laws and this Code of Conduct.
6. Always direct questions of District staff through the ICOC Chair, your subcommittee chair, or their designees.
7. Avoid any personal or financial conflicts of interest. An ICOC 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 ICOC member's outside employment, business or personal financial interests, that of an immediate family member, such as a spouse, child or parent. A Committee member shall place the interest of the District above any personal or business interest.
8. Do not speak for the ICOC unless specifically assigned or approved to do so.
9. If invited to speak to the public as a member of the ICOC, do so in the company of at least two other ICOC members. Make it clear to the requester that the delegation does not represent the ICOC as a whole. The requester must be provided with a copy of the ICOC's Purpose and Duties (per our Bylaws), and made to understand that the ICOC is limited to oversight of expenditures and will not act on recommendations for the spending of any bond funds. A report of the substance of any such meeting must be provided to the ICOC at its next meeting.
10. Observe all District policies and rules relating to safety and site access. All site visits or inspections must be approved in advance and coordinated through the District.



**CUSIP NUMBERS:** It is anticipated that CUSIP numbers will be printed on the Series A-1 Bonds, but neither the failure to print such numbers on any Series A-1 Bond nor error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Series A-1 Bonds in accordance with the terms of the purchase contract. All expenses of printing CUSIP numbers on the Series A-1 Bonds and the CUSIP Service Bureau charge for the assignment of said numbers shall be paid by the successful bidder.

**CERTIFICATION OF REOFFERING PRICE:** The successful bidder shall be required, as a condition to the issuance of the Series A-1 Bonds, to deliver to the District a certificate, in form and substance satisfactory to Bond Counsel, stating (i) that, as of the date of award, the Series A-1 Bonds were expected to be reoffered in a bona fide public offering, (ii) the initial offering price at which a substantial amount (at least 10%) of each maturity of the Series A-1 Bonds were sold to the public, and (iii) that no Series A-1 Bonds of a single maturity were offered at one price to the general public and at a discount from that price to institutional or other investors.

**CALIFORNIA DEBT AND INVESTMENT ADVISORY COMMISSION:** The successful bidder will be required, pursuant to State law, to pay any fees to the California Debt and Investment Advisory Commission when due.

**DTC FEES:** All fees due DTC with respect to the Series A-1 Bonds shall be paid by the successful bidder or bidders.

**OFFICIAL STATEMENT:** The District has caused to be prepared a Preliminary Official Statement describing the Series A-1 Bonds in a form deemed final by the District within the meaning of Rule 15c2-12 of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, except for certain information which is permitted under said Rule 15c2-12 to be omitted from the Preliminary Official Statement. A copy of the Preliminary Official Statement will be furnished upon request to Isom Advisors, A Division of Urban Futures Incorporated, 1470 Maria Lane, Suite 315, Walnut Creek, CA 94596, telephone (925) 478-7450. The District will furnish to the successful bidder within seven business days following the date of award, at no charge, not in excess of 25 copies of the Official Statement for use in connection with any resale of the Series A-1 Bonds.

**DISCLOSURE CERTIFICATE:** The District will deliver to the purchaser of the Series A-1 Bonds a certificate of an official of the District, dated the date of Series A-1 Bond delivery, stating that as of the date thereof, to the best of the knowledge and belief of said official, the Official Statement does not contain an untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading, and further certifying that the signatory knows of no material adverse change in the condition of the District which would make it unreasonable for the purchaser of the Series A-1 Bonds to rely upon the Official Statement in connection with the resale of the Series A-1 Bonds.

**CONTINUING DISCLOSURE:** In order to assist bidders in complying with S.E.C. Rule 15c2-12(b)(5), the District will undertake, pursuant to the resolution authorizing issuance of the Series A-1 Bonds and a Continuing Disclosure Agreement, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the preliminary Official Statement and will also be set forth in the final Official Statement.

Dated: March 9, 2017

