



**FREMONT UNIFIED SCHOOL DISTRICT**

**CITIZENS' BOND OVERSIGHT COMMITTEE**

**BYLAWS**

Revised 2/2/17  
Board Approved 3/8/17

**Adopted June 25, 2014**

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## **ARTICLE I IDENTIFICATION**

The Fremont Unified School District (the "District") was successful at the election conducted on June 3, 2014 (the "Election") in obtaining authorization from the District's voters to issue up to \$650,000,000 aggregate principal amount of the District's general obligation bonds ("Measure E"). 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 obligated to establish an Independent Citizens' Bond Oversight Committee in order to satisfy the accountability requirements of Prop 39. The Board of Education of the District (the "Board") hereby establishes the Fremont Unified School District Citizens' Bond Oversight Committee for the 2014 Measure E General Obligation Bond. This body will also be referred to as the Fremont CBOC (Citizens' Bond Oversight Committee), hereinafter referred to as the Committee which shall have the duties and rights set forth in these Bylaws. The Committee does not have legal capacity independent from the District.

## **ARTICLE II PURPOSE**

The purpose of the Committee shall be to actively inform the public concerning the expenditure of bond revenues [Education Code section 15278 (b)]. The Committee will be actively involved in gathering bond related information and advising the Fremont Unified School District Board of Education on all bond-related matters. The Committee will act in an oversight capacity on all bond related proposals and expenditures.

## **ARTICLE III RESPONSIBILITIES AND DUTIES**

The Committee shall have the power and shall be required to:

- A.** Actively review and report on the proper expenditure of taxpayers' 2014 Measure E General Obligation Bond money for school construction and rehabilitation.
- B.** Advise the public as to whether the school district is in compliance with the requirements of Article XIII A, Section 1(b)(3) of the California Constitution.

Article XIII A, Section 1(b)(3) reads as follows:

Bonded indebtedness incurred by a school district, community college district, or county office of education for 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, approved by 55 percent of the voters of the district or county, as appropriate, voting on the proposition on or after the effective date of the measure adding this paragraph. This paragraph shall apply only if the proposition approved by

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the voters and resulting in the bonded indebtedness includes all of the following accountability requirements:

- (A) A requirement that the proceeds from the sale of bonds be used only for the purpose specified in Article XIII A, Section 1(b)(3), and not for any other purpose, including teacher and administrator salaries and other school operating expenses.
- (B) A list of the specific school facilities projects to be funded and certification that the school district board, community college board, or county office of education has evaluated safety, class size reduction, and information technology needs in developing that list.
- (C) A requirement that the school district board, community college board, or county office of education conduct an annual, independent performance audit to ensure that the funds have been expended only on the specific projects listed.
- (D) A requirement that the school district board, community college board, or county office of education conduct an annual, independent financial audit of the proceeds from the sale of the bonds until all of those proceeds have been expended for the school facilities projects.

**C.** Convene and provide oversight for, but not limited to:

- 1) Ensuring that 2014 Measure E proceeds from the sale of the bonds authorized by this proposition shall be used only for the acquisition, construction, reconstruction, rehabilitation, or replacement of school facilities, including the furnishing and equipping of school facilities, and not for any other purpose as approved by the Fremont Unified School District Board of Education on February 12, 2014, Agenda Item 14.3, Resolution No. 013-1314.
- 2) Ensuring that proceeds from the sale of the bonds authorized by this proposition shall not be used for teacher and school administrator salaries, pensions and other operating expenses.

**D.** Issue an annual (fiscal year) report on the results of the Committee's activities [Education Code Section 15280(b)].

**E.** Permissive Statutory Activities (in furtherance of Committee's purpose):

- 1) Receive and review copies of the annual independent performance audit required by Article XIII A, Section 1(b)(3)(C) of the California Constitution.
- 2) Receive and review copies of the annual independent financial audit required by Article XIII A, Section 1(b)(3)(D) of the California Constitution.
- 3) Inspect school facilities and grounds to ensure bond revenues are expended in compliance with Article XIII A, Section 1(b)(3) of the California Constitution. Inspections will be arranged through the Director of Facilities, Maintenance,

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Operations and Transportation so as not to impact school operations. Inspections will not be independently undertaken by individual committee members.

- 4) Review and comment on efforts by the school district to maximize bond revenues by implementing cost saving measures, including, but not limited to:
  - a) Mechanisms designed to reduce the cost of professional fees
  - b) Mechanisms designed to reduce the cost of site preparation
  - c) Recommendations regarding the joint use of core facilities
  - d) Mechanisms designed to reduce costs by incorporating efficiencies in school site design
  - e) Recommendations regarding the use of cost-effective and efficient reusable plans

**F. Other Responsibilities:**

- 1) Review and publicize periodic Financial Status Reports and Construction Status Reports, including financial audits and performance audits
- 2) Provide other recommendations as needed

**ARTICLE IV MEMBERSHIP**

**A.** Members of the Committee for the 2014 Measure E General Obligation Bond shall be appointed by the Fremont Unified School District Board of Education. To qualify for membership on the committee, a person must be at least 18 years of age.

**B.** Composition and Terms of Office of the Committee:

- 1) The Committee shall consist of at least seven (7) members to serve for a term of two (2) years or three (3) years, and for no more than three (3) consecutive terms. At the time the Committee is established with a roster of members, terms will be drawn by lot. Committee members may serve for no more than six (6) consecutive years. Officers of the Committee may not serve more than two consecutive years in the same office. No Committee member shall receive any compensation for performing their official duties as a Committee member.
- 2) The Committee must include [Education Code section 15282(a)]:
  - a) One member who is active in a business organization representing the business community located within the school district
  - b) One member active in a senior citizens' organization
  - c) One member who is a parent or guardian of a child enrolled in the school district

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- d) One member who is both a parent or guardian of a child enrolled in the school district and active in a parent-teacher organization; and
  - e) One member who is active in a bona fide taxpayers' organization.

3) The Committee may not include any employee or official of the school district or any vendor, contractor or consultant of the school district [Education Code Section 15282(b)].

**C. Alternate Committee Members**

Five Alternate Committee Members shall be appointed to that position in the same process as a regular Committee member. Alternate Committee Members are expected to attend all Committee meetings and participate in all discussions. In the event that a quorum is not present, the Chair will seat, for that one meeting, the appropriately qualified Alternate Committee Member(s), for the expressed purpose of continuing the Committee's meeting.

**D. Resignation**

Any Committee member may resign by filing a written communication of the resignation with the Superintendent and the Committee Chair. The members of the Committee shall be informed of the resignation by the Chair at the next regularly scheduled meeting.

**E. Attendance (Revised 2/2/17)**

All committee members of the committee shall be in attendance at the hour appointed for each regular, special or recessed meeting. In the event a committee member is absent without a valid reason for three (3) regular meetings during a calendar year the committee member shall be removed from membership.

An absence may excused only if caused by:

1. The member's hospitalization,
2. The member's observance of a religious holiday, or
3. Death in the member's immediate family

The recording secretary shall review the attendance records after each regular meeting, and if he or she finds that any member has become ineligible for continued membership due to lack of attendance, he or she shall promptly notify the chairman, the Board of Education, and the Superintendent of such fact in writing. The Superintendent or designee shall begin the process of filling the new vacancy.

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**F. Vacancy**

A vacancy on the Committee may initially be filled by an Alternate Committee Member. If there is not an appropriately qualified Alternate Committee Member, the vacancy shall be filled by the Board of Education. Vacancies will be publicized by Fremont Unified School District and applications will be made available for the Board of Education to consider. The Committee goal will be to fill all vacancies within sixty (60) days for a term of not less than one (1) and no more than two (2) years.

**G. Changes in Status during a Term of Office**

In the event that a Committee member whose status as the last representative of a designated group [as expressed in Article IV (B)(2)] changes during their term on the Committee, the member shall complete their current term as if still in their original status.

**ARTICLE V ETHICS**

**A.** 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.

**B.** Members of the Committee are not subject to the Political Reform Act (Gov. Code §§ 81000 *et seq.*), and are not required to complete Form 700; but each member shall comply with the Committee Ethics Policy.

**C.** Pursuant to Section 35233 of the Education Code, the prohibitions contained in Article 4 (commencing with Section 1090) of Division 4 of Title 1 of the Government Code ("Article 4") and Article 4.7 (commencing with Section 1125) of Division 4 of Title 1 of the Government Code ("Article 4.7") are applicable to members of the Committee. Accordingly:

- 1) Members of the Committee shall not be financially interested in any contract made by them in their official capacities or by the Committee, nor shall they be purchasers at any sale or vendors at any purchase made by them in their official capacity, all as prohibited by Article 4; and
- 2) Members of the Committee shall not engage in any employment, activity, or enterprise for compensation which is inconsistent, incompatible, in conflict with, or inimical to duties as a member of the Committee or with the duties,

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functions, or responsibilities of the Committee or the District. A member of the Committee shall not perform any work, service, or counsel for compensation where any part of his or her efforts will be subject to approval by any other officer, employee, board, or commission of the District's Board of Trustees, except as permitted under Article 4.7.

**D. Ethics Policy**

- 1) **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.
- 2) **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.
- 3) **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 Fremont Unified School District.
- 4) **COMMITMENT TO DISTRICT.** A Committee member shall place the interests of the District above any personal or business interest of the member.

## **VI GOVERNANCE**

**A. Officers**

The officers of the Committee shall be the Chair, the Vice-Chair, the Secretary, the Parliamentarian, and the Publicity Chair.

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**B. Election to and Term of Office**

The officers of the Committee shall be elected by the Committee members to serve in that capacity for one year at the regular meeting in September. The election of each officer shall be comprised of an open nomination, followed by a secret ballot. The winner will be the candidate who receives votes equal or exceeding 50% plus one (1) of the total votes cast. A Committee member must be present to vote. In the event of a tie, a run-off election shall take place. The elections shall be supervised by the Chair.

**C. Duties of the Officers**

**1) Chair**

The Chair shall preside at all meetings of the Committee and may sign letters, reports, or other communications on behalf of the Committee. The Chair also serves as the spokesperson and representative to the Board of Education on behalf of the Committee. The Chair shall compose the meeting agenda. Any Committee member may submit to the Chair, at least seven days prior to the meeting, an agenda item that the Chair shall place on the agenda of the next meeting. The Chair shall serve as *ex-officio* member on all committees. All other duties of this office shall be the same as those normally ascribed to in the latest edition of *Robert's Rules of Order*.

**2) Vice-Chair**

The Vice-Chair shall assume the duties of the Chair in the absence of the Chair. The Vice-Chair shall also be responsible for such duties as may be assigned by the Chair as well as those normally ascribed to in the latest edition of *Robert's Rules of Order*.

**3) Elected Secretary**

The **Elected Secretary** shall have custody over the official Minutes and Records of all Committee meetings, and maintain an accurate roster of Regular Committee members.

The clerical function of the **Recording Secretary** shall be provided by the District. The Recording Secretary shall monitor in a timely fashion, the Committee's voicemail and e-mail messages, and shall log such messages and respond as appropriate. The Recording Secretary shall provide a report of these messages and responses to the Committee at each meeting. The Recording Secretary shall prepare agendas and meeting minutes.

**4) Parliamentarian**

The Parliamentarian is the advisor to the Chair on parliamentary procedures. This officer has the same rights and responsibilities as any other Committee member.



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## **5) Publicity Chair**

The Publicity Chair shall be the point of contact for the public distribution of Committee related material. All material presented to the public by the Publicity Chair shall first receive the formal approval of the Chair. The Publicity Chair shall:

- a)** After each meeting prepare or oversee preparation of a synopsis of the meeting, and forward it to the press and media outlets as appropriate
- b)** Respond, as directed by the Chair, to public and media who want information on the committee's activities
- c)** Produce and coordinate a schedule for committee members to go to School Board meetings, make statements during oral communication as directed by the committee, and report back to the committee on pertinent issues that come before the Board
- d)** As directed by the committee, write, gain approval of, and issue press releases
- e)** Monitor the Committee's web page for completeness, timeliness, ease of use, etc. and send appropriate recommendations to the web master

## **D. Removal from Office**

An Officer may be removed from office by a two-thirds vote of the Committee by secret ballot at a regular, noticed meeting provided:

- 1)** That the Officer has been presented with a written statement of the causes for removal
- 2)** The Officer is allowed an opportunity to present a written response to the causes for removal within ten (10) days of receipt of the charges
- 3)** That both the causes for removal and the response be published as part of the meeting agenda

## **ARTICLE VII SUB-COMMITTEES**

- A.** Sub-committees and Task Forces shall be appointed by the Chair with the advice and consent of the majority of the Committee. Such sub-committees shall study and report in the area of responsibility established for them by the Committee and then shall be dissolved when their purpose has been completed.

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- B. Each sub-committee shall keep a written record of their deliberations and recommendations. These are to be filed with the Secretary after the report has been presented to the Committee as a whole.
  - C. All sub-committee members have voting rights on the committee to which they serve. The Chair shall be the *Ex-Officio*, non-voting member of all committees. Removal of sub-committee members shall be accomplished by the Chair, when necessary, at the direction of the majority of the Oversight Committee.

#### **ARTICLE VIII MEETINGS**

- A. The Committee shall meet generally on the first non-holiday Wednesday of each month. A calendar of these meetings shall be adopted at the first regular meeting of the school year.
- B. Special or emergency meetings may be called by the Chair or upon receipt by the Chair of a written petition signed by two-thirds of the Committee. All regular meetings are governed by the *Brown Act*.
- C. The Committee shall hold its meetings at a location in Fremont (unless otherwise noted on the agenda and permissible under the Brown Act), and be readily accessible by all members of the public, including those with special needs.
- D. A preliminary Agenda and the Minutes of the previous meeting shall be distributed to all Committee members not less than five (5) days prior to a scheduled regular meeting. Committee members must acknowledge receipt of these materials within 72 hours. These materials may also be mailed to such persons as the Committee and the Board of Education direct.
- E. All meetings of the Committee shall be open meetings. Public notice shall adhere to the provisions of the *Brown Act*. A portion of the Agenda of regular meetings shall be set aside for public comment (*Oral Communications*).
- F. A *quorum* shall consist of 50 percent of the voting Committee with a minimum representation of one (1) person from three (3) of the five (5) designated organizations. Alternates will vote if seated by the Chair for that purpose, in the absence of a quorum for that meeting, as stipulated in Article IV, paragraph C.
- G. All decisions of the Committee shall be made either by consensus or by parliamentary procedure, provided that a *quorum* is present.

#### **ARTICLE IX GOVERNANCE DOCUMENTS**

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A. All governance shall be conducted in accordance with the Governance Documents. These are as follows, in order of their rank and precedence:

**1) Board Policy and Administrative Regulations, if any**

**2) Bylaws**

The Bylaws shall be the blueprint for the decision-making capability of the Committee.

**3) Standing Rules**

The Standing Rules, if adopted, shall be a written set of administrative policies for conducting the business of the Committee.

B. Governance Documents and Minutes shall be maintained in the District Office, and distributed upon request.

**ARTICLE X AMENDMENTS**

**A. Amendments of the Bylaws**

1) A proposed amendment to the Bylaws shall be placed on the Agenda by a majority vote of the Committee.

2) The proposed amendment receives a First Reading at the next regular meeting of the Committee. A majority vote of the Committee is required to adopt the First Reading.

3) The proposed amendment receives a Second Reading. A two-thirds majority of the Committee shall be required to ratify the amendment. The amendment will take effect immediately upon adoption, unless otherwise specified.

**B. Amendments of the Standing Rules**

1) A proposed amendment to the Standing Rules shall be placed on the Agenda by a majority vote of the Oversight Committee.

2) The proposed amendment may be adopted by majority vote of the Committee at the next regular meeting. The amendment will take effect immediately upon adoption, unless otherwise specified.