

**BYLAWS OF THE
BOND MEASURES OVERSIGHT COMMITTEE
OF THE PERALTA COMMUNITY COLLEGE DISTRICT**

1.0 Preamble

For bonds passed pursuant to Article 13A, Section 1(b)(3) of the California Constitution, which allows a 55% majority to pass the bond, the Peralta Community College District's ("District") Board of Trustees ("Board") is required by the California Education Code to appoint an citizens' oversight committee ("Committee"). On June 6, 2006, the District's voters approved Measure A, which authorized the District to issue up to \$390 million in general obligations bonds. On November 6, 2018, the voters of the District approved Measure G, authorizing the District to issue up to \$800 million in general obligation bonds. The Committee was designated as the oversight committee for Measures A and G ("Bond Measures") on December 11, 2018 and its membership reconstituted on March 1, 2019.

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 bond measure revenue. 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 District 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 District facilities, including the furnishing and equipping of District facilities, or the acquisition or lease of real property for District 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 District 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 District 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.
- 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 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. This includes establishment of priorities, selection of contractors or consultants for bond projects, participation in the negotiation or bid process for such contractors and consultants, and approval of project design.
- C. Enter or inspect a job site or construction project without prior permission of the Chancellor or designee. Frequency and timing of all such visits are within the sole discretion of the Chancellor 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.
- D. Contact District contractors or consultants, including without limitation, accountants, auditors, architects, financial advisors and legal counsel, without the prior permission of the Chancellor or designee.

- E. Require the District to prepare reports or conduct audits more frequently than those required by law.
- F. Oversee or audit 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.

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 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 a student who is both enrolled in the District and active in a community college group, such as student government; and
- E. One (1) member shall, at the time of appointment, be active in the support and organization of a community college or the community colleges of the District, such as a member of an advisory council or foundation; and
- 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 are at least 18 years of age and live 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.

- D. Where the District is required to create and maintain a citizens' committee to oversee expenditures of proceeds of a parcel tax ("Parcel Tax Committee") the members of the Committee may also serve on a Parcel Tax Committee.

3.2 Selection

Members of the Committee shall be appointed by the Board through the following process:

- A. Appropriate community groups will be solicited for applicants by the District. Committee members may also solicit and refer applicants.
- B. The Board, or an ad hoc committee of the Board constituted by the Board President, may establish criteria for selection of members and will review any applications.
- C. The Board, by majority vote, will appoint members to the Committee.

3.3 Term of Service

- A. Committee members serve without compensation for a term of two (2) years, beginning on July 1. When appointing the members to the Committee whose terms shall begin on July 1, 2019, the Board shall designate the seats whose terms will begin in odd-numbered years and the seats whose terms will begin in even-numbered years so that as close to half as possible of all terms end every year.
- B. A person may serve for no more than three (3) consecutive terms as a member of the Committee. Terms served on prior iterations of the Committee shall be counted for purposes of this limit.
- C. 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.

3.4 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 term, the Board may choose to leave that position vacant for the remainder of the term.

- B. Any Board member may request that the removal of a Committee member be placed on the agenda for the Board'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 Board 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 Board meeting, a quorum being present. The motion and its result shall be communicated in writing to the member under consideration within one (1) week after the meeting that the motion was approved. Removal shall be effective immediately upon passing the motion.
- D. Within ninety (90) 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) 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.

4.1 Elections

At the first meeting of the Committee following the beginning of the fiscal year, the Committee shall place into nomination and elect a Chair and a 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 3.3 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, or his/her Committee-approved designee, shall serve as spokesperson for the Committee in all representations of the Committee to the public and the Board (ref: Sections 6.0.A and B, 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

The District shall be responsible for providing administrative support to the Committee, and shall do the following:

- A. Prepare Committee meeting agendas, in conjunction with the Chair;
- B. Compile reports, materials, and meeting packets as required by or addressed to the Committee;
- C. Prepare the minutes of Committee meetings (ref: Section 5.8, below) for approval by the Committee;
- D. Compile all written material submitted by the public during Committee meetings;
- E. Compile and disseminate to the Committee all official correspondence addressed to the Committee.

- F. Keep copies of all reports adopted or prepared by the Committee;

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

5.1 Calling Meetings

Committee meetings may be scheduled on dates selected by the Committee, unless changed by action of the Committee. In addition, special meetings may be called by the Chair, Chancellor or designee, 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 Committee meetings will be prepared by the District liaison in coordination with the Chair (ref: Section 4.3.B, above).
- B. Any member of the Committee may submit a request for placing an item on a future agenda.
- C. 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, but no less than three, is present. "Seated members" means the number of members appointed by the Board, less any who have resigned or been removed.

5.4 Committee Voting

Unless otherwise specified in these Bylaws (ref: Section 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

Robert's Rules of Order Newly Revised (Latest Edition) shall be used by the Committee in the conduct of all Committee business, unless the Chair determines that informal proceedings would be more efficient and effective in completing the Committee's business as long as those proceedings otherwise meet the requirements of these Bylaws.

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. 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).

5.9 Attendance

Regular attendance at Committee 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 an acceptable reason announced in advance shall constitute due cause for member removal (ref: Section 3.4.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 Measures, 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 District construction. 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 of the Committee and be faithfully articulated to the public only by the Committee Chair or an approved designee.
- 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 Coordination With Parcel Tax Oversight Committee

Where the District is required to create and maintain a Parcel Tax Committee, the operation of the two committees may be coordinated and the committees may hold joint meetings. Members of the Committee may also serve as members of a Parcel Tax Committee (ref: Sec. 3.1.D, above).

8.0 Amendment

The Committee may make recommendations to the Board regarding amendment of these Bylaws. Any amendment to these Bylaws shall be approved by a vote of the Board.

Attachment A

Bond Measures Oversight Committee

Code of Conduct

The following is expected of every member of the Bond Measures Oversight Committee ("Committee"):

1. Regularly attend all Committee 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 Committee.
4. Be courteous and respectful during all Committee meetings.
5. Faithfully observe the Brown Act, the Committee Bylaws, District policies, all applicable laws and this Code of Conduct.
6. Always direct questions of District staff through the Committee Chair or their designees.
7. Avoid any personal or financial conflicts 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 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 Committee unless specifically assigned or approved to do so by the Committee.
9. If invited to speak to the public as a member of the Committee make clear to the requester that the member does not represent the Committee as a whole. The requester should be informed of the Committee's Purpose and Duties (per our Bylaws). A report of the substance of any such meeting must be provided to the Committee 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.