

## *Exhibit B*

### **CITIZENS' MEASURE A OVERSIGHT COMMITTEE BYLAWS**

**Section 1. Committee Established.** The Arcadia Unified School District (the "District") was successful at the election conducted on March 13, 2012 (the "Election"), in obtaining authorization from the District's voters to levy a special tax of \$228 per parcel per year for five years (the "Measure A"). Measure A requires the appointment of an oversight committee of citizens by the Board to ensure that the special tax proceeds are spent for their authorized purposes, and to report annually to the Board and the public regarding the expenditure of such funds. The Board of Education of the Arcadia Unified School District (the "Board") hereby establishes the Citizens' Measure A Oversight Committee (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.

**Section 2. Purposes.** The purposes of the Committee are set forth in Board Resolution 1259. The Committee shall be deemed to be subject to the *Ralph M. Brown Public Meetings Act* of the State of California and shall conduct its meetings in accordance with the provisions thereof. The District shall provide necessary administrative support to the Committee as shall be consistent with the Committee's purposes.

The Committee shall confine itself specifically to special tax proceeds generated under Measure A. All monies generated under other sources shall fall outside the scope of the Committee's review.

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

3.1 **Inform the Public.** The Committee shall inform the public concerning the District's expenditure of the special tax proceeds.

3.2 **Review Expenditures.** The Committee shall review expenditure reports produced by the District to ensure that the special tax proceeds were expended only for the purposes set forth in the Measure A. The Committee shall present to the Board, in public session, an annual report consisting of the Committee's review and comments upon the annual report prepared by the District's chief fiscal officer pursuant to Section 9 of Board Resolution 1259.

3.3 **Duties of the Board and/or Superintendent.** Either the Board or the Superintendent, as the Board shall determine, shall have the following powers reserved to it, and the Committee shall have no jurisdiction over the following types of activities:

- (a) Approval of contracts,
- (b) Expenditure of special tax funds,
- (c) Handling of all legal matters.

**Section 4. Authorized Activities.**

4.1 In order to perform the duties set forth in Section 3.0, the Committee may engage in the following authorized activities:

(a) Receive and review copies of the District's annual independent financial audit and the annual report by the District's chief fiscal officer prepared pursuant to Section 9 of Board Resolution 1259

(b) Review public records related to the expenditure of the special tax proceeds.

**Section 5. Membership.**

5.1 Number.

The Committee shall consist of at least seven (7) members appointed by the Board of Education from a list of candidates submitting written applications.

5.2 Qualification Standards.

(a) To be a qualified person, he or she must be at least 18 years of age.

(b) The Committee may not include any vendor, contractor or consultant of the District.

5.3 Ethics: Conflicts of Interest. By accepting appointment to the Committee, each member agrees to comply with Articles 4 (commencing with Section 1090) and 4.7 (commencing with Section 1125) of Division 4 of Title 1 of the Government Code. Additionally, each member shall comply with the Committee Ethics Policy attached as "Attachment 1" to these Bylaws.

5.4 Term. Except as otherwise provided herein, each member shall serve a term of two (2) years, commencing on the date of the first meeting of the Committee. No member may serve more than two (2) consecutive terms.

5.5 Appointment. Members of the Committee shall be appointed by the Board through the following process: (a) appropriate local groups will be solicited for applications; (b) the Superintendent will review the applications; and (c) the Superintendent will make recommendations to the Board, including the term of years each Committee member shall serve.

5.6 Removal; Vacancy. The Board may remove any Committee member for any reason, including failure to attend two consecutive Committee meetings without reasonable excuse or for failure to comply with the Committee Ethics Policy. Upon a member's removal, his or her seat shall be declared vacant. The Board, in accordance with the established appointment process shall fill any vacancies on the Committee. Vacancies shall be filled within 90 days from the initial date of each such vacancy.

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

5.8 Authority of Members. (a) Committee members shall not have the authority to direct staff of the District, (b) individual members of the Committee retain the right to address the Board, either on behalf of the Committee or as an individual, and (c) the Committee may only receive copies

of reports and documents which have been previously presented to the Board and which are a public record.

**Section 6. Meetings of the Committee.**

6.1 Regular Meetings. The Committee shall meet at least once a year but no more frequently than quarterly.

6.2 Location. All meetings shall be held within the boundaries of the Arcadia Unified School District.

6.3 Procedures. All meetings shall be open to the public in accordance with the *Ralph M. Brown Act*, Government Code Section 54950 *et seq.* Meetings shall be conducted according to such additional procedural rules as the Committee may adopt. A majority of the number of Committee members shall constitute a quorum for the transaction of any business of the Committee.

**Section 7. District Support.**

7.1 The District shall provide to the Committee necessary technical and administrative assistance as follows:

(a) 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 District Board;

(b) provision of a meeting room, including any necessary audio/visual equipment;

(c) preparation and copies of any documentary meeting materials, such as agendas and reports; and

(d) retention of all Committee records, and providing public access to such records on an Internet website maintained by the District.

7.2 District staff and/or District consultants may attend Committee proceedings in order to report on the expenditures of special tax proceeds.

7.3 No special tax proceeds shall be used to provide District support to the Committee.

**Section 8. Reports.** In addition to the Annual Report required in Section 3.2, the Committee may report to the Board from time to time in order to advise the Board on the activities of the Committee.

**Section 9. Officers.** The Superintendent shall appoint the initial Chair to serve for an initial two (2) year term. The Committee shall elect an initial Vice-Chair. Thereafter, the Committee shall elect a Chair and a Vice-Chair who shall act as chair only when the Chair is absent.

**Section 10. Amendment of Bylaws.** Any amendment to these Bylaws shall be approved by a majority vote of the Board.

**Section 11. Termination.** The Committee shall automatically terminate and disband 180 days after the date the special tax ceases to be levied.

**CITIZENS' MEASURE A OVERSIGHT COMMITTEE  
ETHICS POLICY STATEMENT**

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.

**POLICY**

- **CONFLICT OF INTEREST.** A Committee member shall not make or influence a District decision related to any contract funded by special tax proceeds.
- **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 any contract funded by the special tax proceeds. A Committee member shall not make or influence a District decision related to any expenditure of the special tax proceeds 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.
- **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 Arcadia Unified School District;
- **COMMITMENT TO DISTRICT.** A Committee member shall place the interests of the District above any personal or business interest of the member.