

EXHIBIT A

INDEPENDENT CITIZENS' OVERSIGHT COMMITTEE BYLAWS

Section 1. COMMITTEE ESTABLISHED

The Board of Education (the "Board") of the Torrance Unified School District (the "District") hereby establishes the Independent Citizens' Oversight Committee (the "Committee") which shall have the purposes and duties set forth in these Bylaws. The Committee does not have independent legal capacity from the District.

Section 2. PURPOSE

The purpose of the Committee is to inform the public at least annually concerning the expenditure of bond proceeds (the "Bond Proceeds") (a) relating to the \$265,000,000 aggregate principal amount of bonds approved by the voters on November 4, 2008, to provide financing for critical core facility improvements, and (b) relating to the \$90,000,000 aggregate principal amount of bonds approved by the voters on November 4, 2008, to provide financing for selected additional facility improvements, (c) relating to the \$144,000,000 aggregate principal amount of bonds approved on November 4, 2014, to provide financing for school safety, security, technology, and facility improvements, and (d) relating to the \$50,000,000 aggregate principal amount of bonds approved by the voters on November 4, 2014, to provide financing for physical education and community recreation improvements, as more fully specified in the respective bond measures (collectively, the "Bond Measures").

Section 3. DUTIES

To carry out its stated purpose, the Committee shall perform the following duties:

3.1 Review Expenditures. The Committee shall review expenditure reports produced by the District to (a) ensure that Bond Proceeds of each Bond Measure are expended only for the purposes set forth in such Bond Measure; and (b) ensure that no Bond Proceeds of a Bond Measure are used for any teacher or administrative salaries or other operating expenses.

3.2 Annual Report. The Committee shall present to the Board an annual written report (the "Annual Report") for each Bond Measure which shall include the following:

(a) A statement indicating whether the District is in compliance with the requirements of Article XIII A, Section 1(b)(3) of the California Constitution with respect to such Bond Measure; and

(b) A summary of the Committee's proceedings and activities for the preceding year with respect to such Bond Measure.

Section 4. AUTHORIZED ACTIVITIES

4.1 In order to perform the duties set forth in Section 3 hereof, the Committee may engage in the following authorized activities:

(a) Receive and review copies of the District's annual independent performance audit and annual independent financial audit required by Article XIII A of the California Constitution for each Bond Measure.

(b) Inspect school facilities and grounds for which Bond Proceeds from a Bond Measure have been or will be expended to ensure that Bond Proceeds for such Bond Measure are expended in compliance with the requirements of paragraph (3) of subdivision (b) of Section 1 of Article XIII A of the California Constitution, in accordance with any access procedure established by the Superintendent or designee.

(c) Receive and review copies of any deferred maintenance proposals or plans developed by the District, including any reports required by Section 17584.1 of the California Education Code (the "Education Code").

(d) Review efforts by the District to maximize Bond Proceeds of a Bond Measure by implementing cost-saving measures, including, but not limited to, all of the following: (1) mechanisms designed to reduce the costs of professional fees; (2) mechanisms designed to reduce the costs of site preparation; (3) recommendations regarding the joint use of core facilities; (4) recommendations regarding the use of cost-effective and efficient reusable facility plans; or (5) mechanisms designed to reduce costs by incorporating efficiencies in school site design.

4.2 Any Committee requests for copies or inspection of District records shall be made in writing to the Superintendent or designee.

Section 5. MEMBERSHIP

5.1 Number. The Committee shall consist of thirteen members, as follows:

(a) After interviewing potential members, the Board shall appoint members of the Committee.

(b) The Committee shall include:

- (1) one member who is active in a business organization representing the business community located within the District;
- (2) one member who is active in a senior citizens' organization;
- (3) one member who is the parent or guardian of a child enrolled in the District;

- (4) one member who is both a parent or guardian of a child enrolled in the District and active in a parent-teacher organization;
- (5) one member who is active in a bona fide taxpayer's organization; and
- (6) one member who is a member in a homeowners' association of a housing development located within the District.

5.2 Qualification Standard.

(a) To be a qualified member of the Committee, a person must:

- (1) be at least 18 years of age and a citizen of the State of California in accordance with Section 1020 of the California Government Code (the "Government Code");
- (2) not be an employee or official of the District; and
- (3) not be a vendor, contractor or consultant of the District.

(b) If a member fails to meet the qualification standards set forth above at any time during the term of service, such member shall be disqualified and the position shall be declared vacant. The Board shall appoint a new person to serve the remainder of the term, in accordance with the appointment process set forth in Section 5.3 below.

5.3 Appointment. The Board shall appoint members to the Committee. Prior to appointment, the District Superintendent shall conduct a nomination process to ensure that each person nominated meets the qualification standards set forth in Sections 5.1 and 5.2. The Superintendent shall establish a process that provides reasonable notice to Board members and specified nominating organizations. When an appointment is necessary to fill a vacancy, the Superintendent shall ensure that a nomination is received from a like organization or category as the Committee member whose position is vacant.

5.4 Ethics; Conflicts of Interest. By accepting appointment to the Committee, each member agrees to comply with Article 4 (commencing with Section 1090) and 4.7 (commencing with Section 1125) of Division 4 of Title 1 of the Government Code and the Political Reform Act (Government Code §§ 81000 *et seq.*), and to complete the Form 700 as required by certain designated employees of the District. Additionally, each member shall comply with the Committee Ethics Policy attached as Attachment A to these Bylaws.

5.5 Term. Each member of the Committee shall serve for a term of two years and for no more than three consecutive terms.

5.6 Removal; Vacancy. The Board may remove any Committee member for cause, including failure to attend two consecutive committee meetings. Upon the removal of a member, his or her seat shall be declared vacant. The Board shall fill any vacancies on the Committee in accordance with the appointment process set forth in Section 5.3 hereof.

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

Section 6. MEETINGS OF THE COMMITTEE

6.1 Regular Meetings. The Committee shall establish a schedule for the date and time of regular meetings to be held at least quarterly to include an annual organizational meeting to be held in June.

6.2 Location. All meetings shall be held at the administrative offices of the District located at 2335 Plaza del Amo, Torrance, California, or other District facilities.

6.3 Procedures. All meetings shall be open and public in accordance with the Ralph M. Brown Act, Government Code Sections 54950 *et seq.* (the “Brown Act”). Meetings shall be conducted according to such 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 except adjournment.

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 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 provide public access to such records, including the posting of Committee records on the Internet website maintained by the District.

7.2 District staff shall maintain all Committee records and provide public access to such records.

7.3 The District shall not use any Bond Proceeds to provide the support set forth in this Section 7.

Section 8. OFFICERS

The Committee shall elect a Chair and a Vice-Chair who shall act as Chair only when the Chair is absent; such positions shall continue for one two-year term. No person shall serve as Chair for more than one consecutive term.

Section 9. AMENDMENT OF BYLAWS

Any amendment to these Bylaws shall be approved by the Board prior to becoming effective.

Section 10. TERMINATION

The Committee shall automatically terminate and disband at the earlier of the date when (a) all Bond Proceeds of each Bond Measure are spent, or (b) all projects funded by Bond Proceeds of each Bond Measure are completed.

Section 11. APPLICABILITY OF THE CALIFORNIA LAW

The Committee was established by the District in order to comply with Sections 15278 *et seq.* of the Education Code. Nothing in these Bylaws shall be interpreted in a manner that is inconsistent with such provisions of the Education Code.

ATTACHMENT A

INDEPENDENT CITIZENS' OVERSIGHT COMMITTEE ETHICS POLICY STATEMENT

This Ethics Policy Statement provides general guidelines for Committee members to follow. The guidelines set forth in this Statement are not exhaustive and do not excuse Committee members from existing laws, rules, policies and procedures as well as from concepts that define generally accepted good business practices and professional conduct. Committee members are expected to adhere strictly to the provisions of this Ethics Policy. All capitalized terms used herein shall have the meanings set forth in the Bylaws of the Committee.

POLICY

- ***Conflict Of Interest.*** 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 a Committee member's outside employment, business or personal finances or benefit an immediate family member, such as a spouse, child or parent.
- ***Outside Employment.*** A Committee member shall not use his or her position as a Committee member to negotiate future employment with any person or organization that relates to any contract funded by Bond Proceeds or any construction project. A Committee member shall not make or influence a District decision related to any construction project involving the interests 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 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 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: (i) bidding on projects funded by the Bond Proceeds, and (ii) any construction project.
- ***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 and all other applicable government entities, and the policies, procedures, rules and regulations of the District.
- ***Commitment To District.*** A Committee member shall place the interests of the District above any personal or business interests of the member.