

Exhibit B

NATIONAL SCHOOL DISTRICT

MEASURE N CITIZENS' INDEPENDENT OVERSIGHT COMMITTEE

BYLAWS

Section 1. Committee Established. The National School District (the “District”) was successful at the election conducted on November 4, 2014 (the “Election”), in obtaining authorization from the District’s voters to issue up to \$26,100,000 aggregate principal amount of the District’s general obligation bonds, pursuant to a 55% vote. 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 now obligated to establish the Independent Citizens’ Oversight Committee to satisfy the accountability requirements of Prop. 39. The Governing Board of the District (the “Board”) hereby establishes the Measure N Independent Citizens’ Oversight Committee (the “Committee”) which shall have the duties and rights set forth in these Bylaws. The Committee does not have independent legal capacity from the District.

Section 2. Purposes. The purposes of the Committee are set forth in Prop. 39, and these Bylaws are specifically made subject to the applicable provisions of Prop. 39 as to the duties and rights of the Committee. The proceeds of general obligation bonds issued pursuant to the Election are hereinafter referred to as “bond proceeds.” The Committee shall confine itself specifically to reviewing and reporting on the expenditure of bond proceeds generated under Measure N. Regular and deferred maintenance projects and all monies generated under other sources shall fall outside the scope of the Committee review.

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

3.1 Inform the Public. The Committee shall inform the public concerning the District’s expenditures of bond proceeds.

3.2 Review Expenditures. The Committee may review quarterly expenditure reports produced by the District to ensure that (a) bond proceeds are expended only for the purposes set forth in the ballot measure; (b) no bond proceeds are used for any teacher or administrative salaries or other operating expenses.

3.3 Annual Report. The Committee shall present to the Board, in public session, an annual written report 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; and
- b. A summary of the Committee’s proceedings and activities for the preceding year.

3.4 Duties of the Board/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 construction contracts,
- b. Approval of construction change orders,
- c. Appropriation of construction funds,
- d. Handling of all legal matters,
- e. Approval of construction plans and schedules,
- f. Approval of Deferred Maintenance Plan, and
- g. Approval of the sale of bonds.

3.5 Duties Only Related to Voter-Approved Projects Only. In recognition of the fact that the Committee is charged with overseeing the expenditure of bond proceeds, the District has not charged the Committee with responsibility for:

- a. 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 without bond proceeds shall be outside the authority of the Committee.
- b. The establishment of priorities and order of construction for the bond projects shall be made by the Board at its sole discretion.
- c. The selection of architects, engineers, soil engineers, construction managers, project managers, CEQA consultants and such other professional service firms as are required to complete the project based on District criteria established by the Board at its sole discretion.
- d. The approval of the design for each project including exterior materials, paint color, interior finishes, site plan and construction methods (modular vs. permanent) by the Board in its sole discretion and shall report to the Committee on any cost saving techniques considered or adopted by the Board.
- e. The selection of independent audit firm(s), performance audit consultants and such other consultants as are necessary to support the activities of the Committee.
- f. The allocation of State School Building Program grant funds to projects in the order and in the amount determined by the Board in its sole discretion.

g. The approval of an annual budget for the Committee that is sufficient to carry out activities set forth in Prop. 39 and included herein.

h. The adoption of a plan for publicizing the activities of the Committee and the determination as to whether a mailer, a newspaper notice or website materials would best suit the distribution of the Committee's findings and recommendations.

i. The amendment or modification of the Bylaws for the Committee as provided herein, subject to the legal requirements of Prop. 39.

j. The appointment or reappointment of qualified applicants to serve on the Committee, subject to legal limitations, and based on criteria adopted in the Board's sole discretion as part of carrying out its functions under Prop. 39.

3.6 Authorized Activities. In order to perform the duties set forth in Section 3, 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.

b. Inspect school facilities and grounds for which bond proceeds have been or will be expended, in accordance with any access procedure established by the District's Superintendent.

c. Review efforts by the District to maximize bond proceeds by implementing various cost-saving measures.

Section 4. Membership.

4.1 Number. The Committee shall consist of a minimum of 7 members appointed by the Board from a list of candidates submitting written applications, and shall be based on criteria established by Prop. 39, and per Board Policy and Administrative Regulation 7214.

4.2 Qualification Standards.

a. To be qualified a person must be at least 18 years of age and reside within the District's geographic boundary, in accordance with Government Code Section 1020.

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

4.3 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 and the Political Reform Act (Gov. Code §§ 81000 et seq.) and to complete Form 700 as required by all "designated employees" of the District.

4.4 Term. Except as otherwise provided herein, each member shall serve a term of two (2) years, beginning February 1, 2015. No member may serve more than three (3) consecutive terms. At the Committee's first meeting, members will draw lots to select a minimum of three (3) members to serve for an initial three (3) year term and the remaining members for an initial two (2) year term.

4.5 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 or designee will review the applications; (c) the Superintendent or designee will make recommendations to the Board.

4.6 Removal / Vacancy. The Board may remove any Committee member for any reason, including failure to attend two (2) 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.

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

4.8 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 as an individual.

Section 5. Meetings of the Committee.

5.1 Regular Meetings. The Committee is required to meet at least once a year including an annual organizational meeting.

5.2 Location. All meetings will be held within the District.

5.3 Procedures. All meetings will be open to the public and conducted in accordance with the Ralph M. Brown Act, Government Code Section 54950 et seq. Meetings will 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 except adjournment.

Section 6. District Support.

6.1 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 Ralph M. Brown Act, ensuring that all notices to the public are provided in the same manner as notices regarding meetings of the District Governing 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.

6.2 District staff and/or District consultants shall attend all Committee proceedings in order to report on the status of projects and the expenditures of bond proceeds.

6.3 No bond proceeds shall be used to provide District support to the Committee.

Section 7. Reports. In addition to the Annual Report required in Section 3.3, the Committee may report to the Board at least semi-annually in order to advise the Board on the activities of the Committee. Such report shall be in writing and shall summarize the proceedings and activities conducted by the Committee.

Section 8. Officers. The Superintendent shall appoint the initial Chair. Thereafter, the Committee shall elect a Chair and a Vice-Chair who shall act as Chair only when the Chair is absent, which positions shall continue for 2 year terms. No person shall serve as Chair for more than two (2) consecutive terms.

Section 9. Amendment of Bylaws. Any amendment to these Bylaws shall be approved by a two-thirds vote of the entire Governing Board of the District.

Section 10. Termination. The Committee shall automatically terminate and disband at the earlier of the date when (a) all bond proceeds are spent, (b) the Committee has issued its final annual report as required under Section 3.3 above, and (c) the Committee has completed and conducted its final meeting which shall be scheduled after notice of subsection (a) herein occurs