

BYLAWS OF THE
RICHLAND PUBLIC FACILITIES DISTRICT

ARTICLE I

Board

Section 1.1. Vacancies. Subject to Section 3 hereof, vacancies on the Board shall be filled by appointment by the City Council (the “Council”) of the City of Richland (the “City”). A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, disability, resignation or removal from office of any Board member as provided herein. Upon such an occurrence, the Board shall notify the City Clerk.

ARTICLE II

Officers and Committees

Section 2.1. Officers Designated. The officers of the District shall be a President, Vice President, and Secretary/Treasurer, each of who shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2.2. Election, Qualifications and Term of Office. The Board shall elect each of the officers from among its members. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board members commences each year, for a one-year term, and each officer shall hold office during said one-year term and until his or her successor is elected. At its organizational meeting the Board shall elect the first officers of the Board.

Section 2.3. Powers and Duties.

a) President. The President shall be the chief executive officer of the District and shall have general supervision over the business of the District, subject,

however, to the control of the Board. The President shall preside at all meetings of the Board. The President may sign and execute, in the name of the District deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board, and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to such office by the Board.

b) Vice-President. At the request of the President or in case of his or her absence or disability, the Vice-President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice-President shall perform such other duties as may from time to time be assigned to that office by the Board or the President.

c) Secretary/Treasurer. The Secretary/Treasurer shall:

1. Certify and keep at the office of the District, or at such other place as the Board may order, the original or a copy of the Bylaws, as they may have been amended;

2. Keep at the office of the District, or at such other place as the Board may order, a book of minutes of all meetings of the Board, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings thereat;

3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

4. Be custodian of the records and seal of the District; keep and provide access to records as required by Section 8.3 of the Charter;

5. Exhibit at all reasonable times to any director, upon request, the Bylaws and minutes of the proceedings of the directors of the District;

6. Receive and have charge of all funds of the District and disburse such funds only as directed by the Board;

7. File with the City records of the District's principal office, Board members and current Bylaws as required by Section 8.2 of the Charter; file with the City the annual report, including financial statements, as required by Section 8.5 of the Charter; make records available to the City Manager or his designee, the Council or the State Auditor as required by Section 8.6 of the Charter; and procure insurance, if any, as required by Section 8.7 of the Charter; and

8. In general, perform all duties of the office of Secretary/Treasurer, including all duties incident to the office of chief financial officer, and such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 2.4. Removal. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board by an affirmative vote of the majority of all the Board members may remove any officer from his or her office (but not from his or her membership on the Board) whenever in its judgment the best interests of the District will be served thereby.

Section 2.5. Vacancies. The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 2.6. Establishment of Committees. The Board, by resolution, may designate from among its members one or more committees, each consisting of at least two members, to represent the Board and, except as prohibited by the Charter, act for and on behalf of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board of any responsibility imposed by law.

Section 2.7. Executive Committee. The Executive Committee of the District shall consist of the President, Vice President, and the Secretary/Treasurer. The provisions for election, qualifications, term of office and removal of any member of the

Executive Committee shall be identical to those of officers of the Board as provided herein in Sections 2.2, 2.4, and 2.5 of this Article.

Except as provided in the Charter, the Executive Committee shall have and exercise such powers of the Board as the Board may from time to time provide by resolution.

ARTICLE III

Meetings

Section 3.1. Regular Board Meetings. Regular meetings of the Board shall be held at least once every quarter at the times, at the place and on the dates as the Board establishes by resolution.

Section 3.2. Special Board Meetings. Subject to Article VII of the Charter, special meetings of the Board may be held at any place at any time whenever called by the President or a majority of the members of the Board.

Section 3.3. Notice of Regular Board Meetings. No notice of the regular meeting shall be required, except for the first regular meeting and after any change in the time or place of such meeting adopted by resolution of the Board as above provided. Notice of such changed regular meeting shall be given by the Secretary/Treasurer or by the person or persons calling the meeting by personal communication over the telephone to each Board member at least 24 hours prior to the time of the meeting or by at least three days' notice by mail, telegram or written communication. If mailed, notice shall be mailed by U.S. mail, postage prepaid, to the last known address of each Board member. In addition, the District shall routinely provide reasonable (at least three days mailed notice, where practicable) notice of meetings to any individual specifically requesting it in writing. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 3.4. Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Secretary/Treasurer or by the person or persons calling

the special meeting by delivering personally or by mail written notice at least 24 hours prior to the time of the meeting to each Board member, to each local newspaper of general circulation and to each radio or television station that has requested notice as provided in RCW 42.30.080 and to any other individual specifically requesting it in writing.

The time and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken on any other matter at such meetings.

Section 3.5. Waiver of Notice. Notice as provided in Sections 3.3 and 3.4 hereof may be dispensed with as to any member of the Board who at or prior to the time the meeting convenes files with the Board a written waiver of notice or who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage. Notice, as provided in Article IX of the Charter, concerning proposed amendments to the Charter or Bylaws and votes on such amendments may not be waived.

Section 3.6. Notice to the City. Notice of all meetings of the Board (together with the agenda for the meeting) shall be delivered to the City Clerk at least three days prior to any regular meeting and at least 24 hours prior to any special meeting. In addition, the minutes of the Board shall be mailed to the City Clerk within 15 days after approval by the Board.

ARTICLE IV

Amendments to Charter and Bylaws

Section 4.1. Proposals to Amend Charter and Bylaws.

1. Proposals to amend the Charter or Bylaws shall be presented in a format that strikes over material to be deleted and underlines new material.

2. Any Board member may introduce a proposed amendment to the Charter or to the Bylaws (which may consist of new Bylaws) at any regular meeting or at any special meeting of which 30 days' advance notice has been given.

Section 4.2. Board Consideration of Proposed Amendments. If notice of a proposed amendment to the Charter or to the Bylaws, and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board 15 days prior to any regular Board meeting or any special meeting of which 30 days' advance notice has been given, then the Board may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not so provided, the Board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which 30 days' advance notice has been given and at least 15 days prior to which meeting such notice and information is provided to Board members.

Section 4.3. Vote Required for Amendments to Charter or Bylaws. Resolutions of the Board approving proposed amendments to the Charter or approving amendments to the Bylaws require an affirmative vote of a majority of the Board members then in office as provided in the Charter. As provided in the Formation Ordinance, as necessary and appropriate in the discretion of the Council, the Council may amend the Bylaws by resolution adopted at or after a public meeting held with notice to the District. Amendments to the Bylaws adopted by the Council may not be further amended by the District for one year except with Council approval.

Section 4.4. City Approval of Proposed Charter Amendments. Proposed Charter amendments adopted by the Board shall be submitted to the City Clerk. The District's Charter may be amended only as provided in Article IX of the Charter.

ARTICLE V

Administrative Provisions

Section 5.1. Books and Records. The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any of the authority of the Board. The District shall provide no less than 90 days' written notice to the City Clerk prior to the destruction of any permanent books and records.

Section 5.2. Indemnification of Board Members. The District elects to defend and indemnify its present and former Board members and officers and their successors, spouses and marital communities to the full extent authorized by law and the Charter. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouses and marital communities upon his or her appointment to the Board and in the event of his or her death shall extend to his or her heirs, legal representatives and estate. Each person who shall act as Board member or officer of the District shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right that he or she may have.

Section 5.3. Principal Office. The principal office of the District shall be established by resolution of the Board.

Section 5.4. Fiscal Year. The Fiscal Year of the District shall begin [January 1] and end [December 31] of each year, except the first fiscal year, which shall run from the date the Charter was issued to [December 31, 2002].

ARTICLE VI

Approval of Bylaws

APPROVED by the Board of Directors of the District August 8, 2002. ~~by~~
Resolution No. _____.