

EXHIBIT B

CHARTER

OF THE

Valley Communications Center Development Authority

As originally adopted pursuant to
City of Kent Ordinance _____

Issued and Certified by
the City Clerk on

Kent, Washington

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BYLAWS OF THE VALLEY COMMUNICATIONS CENTER DEVELOPMENT AUTHORITY

ARTICLE I BOARD

Section 1.01. Composition of the Board. For the purpose of determining Board composition and administration, the procedures set forth in the Charter and the Interlocal Agreement shall govern.

ARTICLE II OFFICERS AND COMMITTEES

Section 2.01. Officer Designated. The Presiding Officer of the Administration Board selected in the manner provided in Section 4.2 of the Interlocal Agreement shall be the President of 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 2.02. Qualification and Term of Office. The additional officers shall be members of the Board or any other person designated by the Board who is at the time an official or employee of at least one of the Cities or Valley Communications Center. The additional officers shall be elected or appointed by the Board and shall hold office for terms established as a part of the original appointment or for terms established in accordance with the Interlocal Agreement.

Section 2.03. Establishment of Committees. The Board, by resolution, may designate from among its members one or more committees, 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.

ARTICLE III MEETING

Section 3.01. Regular Board Meetings. There shall be a minimum of two (2) meetings each year of the Board. Unless otherwise designated by the President, the first regular meeting shall be held on the second Tuesday in February, and the second regular meeting shall be on the second Tuesday in September.

Section 3.02. 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 3.03. Notice of Regular Board Meetings. No notice of the regular meeting shall be required, except of the first regular meeting 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 personal communication over the telephone to each Board member at least twenty-four (24) hours prior to the time of the meeting or by at least three (3) days notice by mail, telegram or written communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board member. In addition, the Authority shall routinely provide reasonable 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 3.04. Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Director of Valley Communications Center or by the person or persons calling the special meeting by delivering personally or by mail written notice at least twenty-four (24) hours prior to the time of the meeting to each Board member, to the Mayors of the Cities of Auburn, Federal Way, Kent, Renton and Tukwila and 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. In addition, the authority shall provide notice of special meetings to any 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 3.05. Waiver of Notice. Notice as provided in Sections 3.03 and 3.04 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 of the Authority 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 3.06. Notice to City Council. Notice of all meetings and minutes of all meetings of the Board shall be given to the City Council of the Cities of Auburn, Federal Way, Kent, Renton and Tukwila by giving notice to the City Clerk of each of the foregoing Cities.

ARTICLE IV
AMENDMENTS TO CHARTER AND BYLAWS

Section 4.01. Proposals to Amend Charter and Bylaws.

1. Proposals to amend the Charter or Bylaws shall be presented in a format which 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.

Section 4.02. 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 prior to any regular Board meeting or any special meeting of which 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. Germane amendments to the proposed amending within the scope of the original amendment will be permitted at the meeting at which the vote is taken as provided in the Charter.

Section 4.03. Vote Required for Amendments to Charter or Bylaws. Resolutions of the Board approving proposed amendments to the Charter or Bylaws require an affirmative vote of a majority of the Board members voting on the issue, provided that such majority equals not less than three votes.

Section 4.04. City Council(s) Approval of Proposed Charter Amendments. Proposed Charter amendments shall be submitted for consideration to each of the City Councils of the Cities of Auburn, Federal Way, Kent, Renton and Tukwila and shall take effect only if approved by ordinance approved by the Kent City Council and the City Councils of at least three other Cities.

Section 4.05. Effective Date. Amendments to the Bylaws are effective upon adoption by the Board.

ARTICLE V
ADMINISTRATIVE PROVISIONS

Section 5.01. Books and Records. Valley Communications Center, on behalf of the Authority, 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 proceeds of any borrowing by the Authority shall be held, invested and disbursed by Valley Communications Center, subject to the terms and limitations established pursuant to the Interlocal Agreement. Valley Communications Center shall provide a regular accounting of the financial affairs of the Authority to the Board at each regular Board meeting. The obligations of the Authority shall be administered by Valley Communications Center, and Valley Communications Center is hereby designated and delegated with full authority to administer such obligations, all in a manner consistent with the Interlocal Agreement.

Section 5.02. Indemnification of Board Members. The Authority 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 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 Authority shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which he or she may have.

Section 5.03. Principal Office. The principal office of the Valley Communications Center Development Authority shall be 23807 98th Avenue South, Kent, Washington 98031.

Section 5.04. Fiscal Year. The Fiscal Year of the Authority shall begin January 1 and end December 31 of each year, except the first fiscal year, which shall run from the date the Charter is issued to December 31, 2000.

ARTICLE VI
APPROVAL OF BYLAWS

APPROVED by Ordinance ____ adopted by the City Council of the City of Auburn on April 3, 2000; Ordinance ____ adopted by the City Council of the City of Federal Way on March 21, 2000; Ordinance ____ adopted by the City Council of the City of Kent on May 2, 2000; Ordinance ____ adopted by the City Council of the City of Renton on March 28, 2000; and Ordinance ____ adopted by the City Council of the City of Tukwila on April 3, 2000.