

EXHIBIT C

**BYLAWS OF THE
JEFFERSON COUNTY PUBLIC FIBER NETWORK AUTHORITY**

ARTICLE I

Board

Section 1.1 Quorum.

At least five (5) members of the Board must be present at any regular or special meeting to comprise a quorum. A lesser number in attendance at such a meeting may adjourn the meeting and reconvene it within forty-eight (48) hours of the adjourned meeting without further notice.

ARTICLE II

Officers and Committees

Section 2.1 Election, Qualifications and Term of Office.

If offices other than the President, Vice President, Secretary and Treasurer are hereinafter created, all these offices shall be referred to as "Elected Offices." The holders of Elected Offices (Elected Officers) shall be elected by the Board at the first regular meeting of each year, for a one-year term, and each Elected Officer shall hold office during said one (1) year term and until his or her successor is elected. The first Elected Officers of the Board shall be elected by the Board at its organizational meeting or as soon as practicable following the Board's creation of such Elected Office.

Section 2.2 Powers and Duties.

(A) President. The President shall be the chief executive officer of the Authority and shall have general supervision over the business of the Authority, subject, however to the control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign and execute, in the name of the authority, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board of Directors, 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 of Directors.

(B) Vice President. The Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. In addition, the Vice President shall perform such other duties and have such other powers as the Board of Directors shall designate and the Vice President shall assist the President in all other respects.

(C) Secretary. The Secretary shall:

(1) Certify and keep at the office of the Authority, or at such other place as the Board of Directors may order, the original or a copy of the Bylaws, as amended or otherwise altered;

(2) Keep at the office of the Authority, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and of the resolutions of the Board, recording therein the time and place holding such meetings, 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 Authority;

(5) Exhibit at all reasonable times to any Director, upon application, the Bylaws and minutes of the proceedings of the Directors of the Authority; and

(6) Perform such other duties as may be assigned to such office by the Board of Directors or the President.

(D) Treasurer. The Treasurer shall:

(1) Receive and have charge of all funds of the Authority and shall disburse such funds only as directed by the Board of Directors;

(2) Perform all duties incident to the office of the Chief Financial Officer; and

(3) In general perform such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

(4) Shall audit before payment all claims presented for furnishing materials, rendering services, performing labor, or for any other contractual purpose.

Section 2.3 Removal.

Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, and after an opportunity for the Elected Officer to be heard, the Board by an affirmative vote of a majority of the whole Board may remove any Elected Officer from his or her office whenever in its judgment the best interest of the Authority will be served thereby.

Section 2.4 Vacancies.

The Board shall fill any Elected Office which 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 2.5 Establishment of Committees.

The Board, by resolution adopted by a majority of the full Board, may designate from among its members one (1) or more committees, each consisting of at least three (3) or more members, to represent the Board and, on matters other than those described in Section 11 of the Ordinance, 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 2.6 Advisory Committees.

The Board may from time to time establish advisory committees to report on possible projects or activities and shall fill such committees by appointment of suitable persons.

ARTICLE III **Meetings**

Section 3.1 Regular Board Meetings.

All meetings of the Board shall be special meetings.

Section 3.2 Special Board Meetings.

Subject to Article VII of the Charter of the Authority and Section 19 of the Ordinance, special meeting 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 Special Board Meetings.

Notice of all special meetings of the Board shall be given by the Secretary or by the person or persons calling the special meeting by delivering personally or by mail written notice at least two (2) days prior to the time of the meeting to each Board member and to each local newspaper of the general circulation and to each radio or television station that has requested notice as provided in the Open Public Meetings Act, Chapter 42.30 RCW, as now or hereafter amended. In addition, the Authority shall provide notice of special meetings to any individual specifically requesting it in writing. If the President deems that an emergency exists, the President may shorten the notice of a special meeting to not less than twenty-four (24) hours. 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 3.4 Waiver of Notice.

Notice as provided in Section 3.3 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.

ARTICLE IV

Administrative Provisions

Section 4.1 Books and Records.

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.

Section 4.2 Indemnification of Board Members.

The Authority elects to defend and indemnify its present and former officials and their successors, spouses and marital communities to the full extent authorized by the Charter. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouse 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 a 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 4.3 Principal Office.

The initial principal office of the Authority shall be at Port Hadlock WA., or such other place as hereinafter designated.

Section 4.4 Authority Staff

The Board shall hire a General Manager for the Authority to carry out the day to day operations. This person shall serve in this capacity under the pleasure of the Board and the direction of the President/CEO. The General Manager, with Board approval, may hire additional staff to assist in carrying out the day to day operations of the Authority. The General Manager shall supervise additional staff.

These Bylaws approved by Ordinance No. ____ of the City of Port Townsend and Ordinance No. ____ of the County of Jefferson, adopted by the Port Townsend City Council and Jefferson County Commissioners on the __ day of _____, 2005.

JCPFN Authority President

Date

JCPFN Authority Secretary

Date