

LGC #2

April 27, 2006

## FIRST AMENDMENT TO BYLAWS

### OF

## MUELLER LOCAL GOVERNMENT CORPORATION

### ARTICLE I

The Bylaws of the Mueller Local Government Corporation ("Corporation") are amended as follows:

1. ARTICLE II BOARD OF DIRECTORS, Section 7 is hereby amended as follows:

Section 7. *Conduct of Business.* At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine.

At all meetings of the Board, the [President]Chair shall preside, and in the absence of the [President]Chair, the Vice [President]Chair shall preside. In the absence of the [President]Chair and the Vice [President]Chair, an acting presiding officer shall be chosen by the Board from among the Directors present.

The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

2. ARTICLE III OFFICERS, Sections 2 and 3 are hereby amended as follows:

Section 2. *Powers and Duties of the President.* ~~[The President shall be a member of the Board and shall preside at all meetings of the Board.]~~ The President shall be the principal executive officer of the Corporation and, subject to the Board, he or she shall be in general charge of the properties and affairs of the Corporation. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation, the President or any Vice President may sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation. The President shall have such other duties as are assigned by the Board. The President may call special and emergency meetings of the Board. The President need not be a member of the Board.

Section 3. *Powers and Duties of the Vice President.* ~~[The Vice President shall be a member of the Board.]~~ The Vice President shall perform the duties and exercise the powers of the President upon the President's death, absence, disability, or resignation, or upon the President's inability to perform the duties of his or her office. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. A Vice President shall have such other powers and duties as may be assigned to him or her by the Board or the

President. The Vice President need not be a member of the Board.

## **ARTICLE II**

These Amendments to the Bylaws shall be effective as of the date approved by the Board of Directors of the Corporation, and the City Council of the City of Austin.