

BYLAWS
OF
TEXAS AMBULANCE ASSOCIATION, INC.

ARTICLE I
OFFICES

Section 1.01 The initial registered office and registered agent of the corporation is as set forth in the Articles of Incorporation.

Section 1.02 The corporation may change its registered office or change its registered agent, or both, upon filing a statement in the office of the Secretary of State, setting forth facts required by Article 2.10 of the Texas Business Corporation Act.

Section 1.03 The Corporation may also have offices at such other places both within and without the State of Texas as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II
MEMBERS

Section 2.01 The Association shall have two classes of membership.

Section 2.02 The association shall have one class of members, entitled “general members”, which shall be composed of all organizations and their employees that

provide ambulance or emergency medical services. General members shall be entitled to vote at annual or special meetings of the association, one vote per organization. General members will be eligible to serve as officers or directors of the association.

Section 2.03 The association shall have a second class of members, entitled “associate members”, which shall be composed of all natural persons, volunteer organizations, public organizations, commercial organizations, institutions, foundations, not-for-profit organizations or other entities having an interest in furthering the purposes of the association as set forth in the articles of incorporation of the association. Associate members shall not be entitled to vote at any annual or special meeting of the association, but may participate in all the other affairs of the association with the exception of serving as officers or directors of the association.

ADMISSION OF MEMBERS AND RENEWAL OF MEMBERSHIPS

Section 2.04 General or associate members shall be admitted to membership in the association by the board of directors or a committee designated by the board of directors to handle such matters. The board of directors or a committee designated by the board of directors may adopt and amend application procedures and qualifications for membership in the association. A prospective member must pay all fees and dues to be admitted as a general or associate member. A general or associate member may renew membership by paying all required fees and dues as set forth by the board of directors or duly authorized committee designated to handle such matters.

MEMBERSHIP FEES AND DUES

2.05 The board of directors may set and change the amount of an initiation fee, if any, and the annual dues payable to the association by its members. Dues shall be payable in advance on the first day of each fiscal year. Dues and initiation fees may be set by the board of directors at different amounts for different classes of membership. The dues for a new member's first year shall be prorated from the first day of the month in which the member is admitted to membership through the end of the fiscal year.

CERTIFICATE OF MEMBERSHIP

2.06 The board of directors may provide for the issuance of certificates evidencing membership in the association.

VOTING RIGHTS

2.07 In addition to the voting rights set forth above, each general member shall be entitled to one vote on each matter submitted to a vote of the members. Associate members shall not be entitled to vote on any matters submitted to a vote of the members.

RESOLUTION OF DISPUTES

2.08 If any dispute arises between members of the association relating to the activities of the association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties can not resolve the dispute between themselves, they shall submit resolution of the dispute to mediation or binding arbitration by a mediator or arbitrator selected by the board of directors. The board of directors shall have the discretion to authorize the use of the association's funds for mediation or arbitration of a dispute described in this paragraph.

SANCTIONS, SUSPENSIONS, OR TERMINATION OF MEMBERS

2.09 The board of directors may impose reasonable sanctions on a member, or suspend or expel a member from the association, for good cause after hearing. Good cause includes the default of an obligation to the association to pay fees or dues for a period of thirty days following delivery of notice of default, or a material or serious violation of the association's articles of the incorporation, bylaws, rules, regulations, or of applicable law. The board of directors or a duly authorized committee shall handle any matter involving sanctioning, suspension, or expulsion of a member.

RESIGNATION

2.10 Any member may resign from the association by submitting a written resignation to the secretary. The resignation is effective upon personal delivery to the association's principal office. A member's resignation shall not relieve the member of any obligation to pay dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

REINSTATEMENT

2.11 A former member may submit a written request for reinstatement of membership. The board of directors or a duly authorized committee designated to handle such matters may reinstate membership on and reasonable terms that the board of directors or said committee deem appropriate.

TRANSFER OF MEMBERSHIP

2.12 Membership in the association is transferable and assignable. Membership in the association terminates on the dissolution of an association or the dissolution of the member.

WAIVER OF INTEREST IN CORPORATION PROPERTY

2.13 All real and personal property, including all improvements located on the property, acquired by the association shall be owned by the association. A member shall have no interest in specific property of the association. Each member hereby expressly waives the right to require partition of all or part of the association's property.

ARTICLE III

MEETINGS OF MEMBERS

ANNUAL MEETING

3.01 The association shall hold an annual meeting at such time and place as the board of directors may designate, provided timely notice of all such meetings shall be given to the members. At the annual meeting, the members shall elect directors and transact any business that shall come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the meeting, the board of directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of directors.

SPECIAL MEETINGS

3.02 Special meetings of the members may be called by the president, the board of directors, or ten percent of the voting members of the association.

PLACE OF MEETINGS

3.03 The board of directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If the board of directors does not designate the place of the

meeting, the meeting shall be held at the registered office of the association.

NOTICE OF MEETING

3.04 Written or printed notice of any meeting of members, shall be delivered to each member entitled to vote at the meeting or not less than ten nor more than fifty days before the date of the meeting. The notice shall state the place, day, and the time of the meeting, who called the meeting, and the general purpose and or purposes for which the meeting is called. Notice shall be given by or at the direction of the president or secretary of the association, or the officers of persons calling the meeting. If a quorum of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of the propriety of the notice of such meeting.

QUORUM

3.05 The majority of the general members who attend the meeting in person or by proxy shall constitute a quorum for that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains.

ACTIONS OF MEMBERSHIP

3.06 The membership shall try to act by consensus. However, the vote of a majority of the general members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law. Each general member shall have one vote. A general member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by ballot or voice, except that any election of directors shall be by ballot if demanded by any voting member at the

meeting before the voting begins.

PROXIES

3.07 A member entitled to vote may vote by proxy, executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

VOTING

3.08 The board of directors may authorize members to vote by mail, email, Internet website or in-person on the election of directors or on any other matter that may be voted on by the members. The Board of Directors shall develop procedures to insure that no member entitled to vote has cast more than one ballot for any election or any other matter that is being voted on by the members.

ARTICLE IV

BOARD OF DIRECTORS

MANAGEMENT OF THE CORPORATION

4.01 The affairs of the association shall be managed by the board of directors.

NUMBER, QUALIFICATIONS, AND TENURE OF DIRECTORS

4.02 The number of directors shall be thirteen (13). The terms of the office for the thirteen (13) shall be for three (3) years from the date of the election. At the first annual meeting

four (4) directors shall be elected to serve for three (3) years, four (4) directors shall be elected to serve for two (2) years, and five (5) shall be elected to serve for one (1) year.

At each annual meeting thereafter, four (4) directors shall be elected to serve three (3)

years from the date of the election. The directors shall take office the next meeting. The board of directors may expand the number of directors provided the expansion is approved by the general membership.

NOMINATION OF DIRECTORS

4.03 At any meeting which the election of a director occurs, a general member in good standing or a director may nominate a person for the position of director.

ELECTION OF DIRECTORS

4.04 Only natural persons may be elected as a director of the association. The director shall be elected by a majority vote of any present quorum at an annual or special meeting of the association.

VACANCIES

4.05 Any vacancy occurring in the board of directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the board of directors, or at a special meeting called for that purpose. A vacancy filled by the directors is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

ANNUAL MEETING

4.06 The annual meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of members.

REGULAR MEETING

4.07 The board of directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings will be held either within or without of the State of Texas. No notice of regular meetings of the board is required other than a resolution of the board of directors stating the time and place of the meetings.

SPECIAL MEETINGS

4.08 Special meetings of the board of directors may be called by or at the request of the president and any three (3) directors.

NOTICE

4.09 Written or printed notice of any special meeting of the board of directors shall be delivered to each director not less than seven (7) nor more than thirty (30) days before the date of the meeting. Notice shall state the place, day, and time of the meeting, as well as who called the meeting, and the purpose or the purposes for which the meeting was called.

QUORUM

4.10 A majority of the numbers of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. If a quorum is present at no time during the meeting, a majority of the directors present may adjourn and reconvene the meeting at a later date to obtain a quorum.

DUTIES OF THE DIRECTOR

4.11 Directors shall exercise ordinary business judgment in the managing of the affairs of the association. In acting in their official capacity of directors of the association, directors shall act in good faith and take actions they reasonably believe to be in the best interest of the association and that are not unlawful.

ACTIONS OF THE BOARD

4.12 The board of directors shall try to act by consensus. However, the vote of a majority directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the board of directors unless the act of a greater number is required by law. A director who is present at the meeting and abstains from a vote is considered to be present for the determining whether a quorum exists.

PROXIES

4.13 A director may not vote by proxy.

4.14 Directors shall not receive any salary or compensation for their services.

REMOVAL OF DIRECTORS

4.15 The board of directors or members of the association may vote to remove a director at any time, with or without good cause. A meeting to consider the removal of a director may be called and notice shall be given in accordance with the procedures provided by these bylaws.

ARTICLE V

OFFICERS

OFFICER POSITIONS

5.01 The officers of the association shall be a president, a vice president, and secretary/treasurer. The board of directors may create additional officer position, define the

authority and duties of each position and elect or appoint persons to fill the positions. No more than one (1) office may be held by the same person.

ELECTION AND TERM OF OFFICE

5.02 The officers of the association shall be elected biannually by the board of directors at the regular annual meeting of the board of directors. The officers shall take office the next meeting.

The officer's board of director's term shall be extended until his/hers officer's term expires.

REMOVAL

5.03 Any officer elected or appointed by the board of directors may be removed by the board of directors with or without any good cause.

VACANCIES

5.04 A vacancy in any office may be filled by the board of directors for the unexpired portion of the officer's terms.

PRESIDENT

5.05 The president shall be the chief executive officer of the association. The president shall supervise and control all of the affairs of the association. The president shall preside at all meetings of the members and the board of directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed. However, the president may not execute instruments on behalf of the association if this power is expressly delegated to another officer or agent of the association by the board of directors, the bylaws, or statute. The president shall perform

other duties prescribed by the board of directors and all duties incident to the office of president.

VICE PRESIDENT

5.06 When the president is absent, is unable to act, or refuses to act, a vice president shall perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. A vice president shall perform other duties as assigned by the president or board of directors.

SECRETARY / TREASURER

5.07 The secretary / treasurer shall oversee:

- (A) Give all notices as provided in the bylaws or as required by law.
- (B) Take minutes of the meetings of the members and of the board of directors and keep minutes as part of the corporate record.
- (C) Maintain custody of the corporate records and of the seal of the association.
- (D) Affix the seal of the association to all documents as authorized.
- (E) Keep a register of the mailing address director, officer, and employee of the association.
- (F) Perform duties as assigned by the president or by the board of directors.
- (G) Have charge and custody of and be responsible for all funds and securities of the association .
- (H) Receive and give receipts for monies due and payable to the association from any source.
- (I) Deposit all monies in the name of the association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the board of directors or president.
- (J) Write checks and disburse funds to discharge obligations of the association. Funds may not be drawn from the association or its accounts for amounts greater than \$200.00 without the signature of the president or vice president in addition to the signature of the treasurer.

(K) Maintain the financial books and records of the association.

(L) Prepare financial reports at least annually.

(M) Perform other duties as assigned by the president or by the board of directors.

ARTICLE VI

COMMITTEES

ESTABLISHMENT OF COMMITTEES

The board of directors may adopt a resolution establishing one or more committees delegating specified authority to such committees, and appointing or removing members of such committees. The board of directors shall establish qualifications for membership on such committees.

ARTICLE VII

TRANSACTION OF THE ASSOCIATION

CONTRACTS

7.01 The board of directors may authorize any officer or agent of the association to enter into a contract or execute and deliver any instrument in the name of and on behalf of the association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

DEPOSITS

7.02 All funds of the association shall be deposited to the credit of the association in banks, trust companies, or other depositories that the board of directors selects.

GIFTS

7.03 The board of directors may accept on behalf of the association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the association. The board of directors may make gifts and give charitable contributions that are not

prohibited by the bylaws, the articles of incorporation, state law, or any requirements for maintaining the association's federal and state non-profit tax status.

POTENTIAL CONFLICTS OF INTEREST

7.04 The association shall not make any loan to any director, officer, or member of the association. Furthermore the association shall not transact business with any director or officer.

PROHIBITED ACTS

7.05 As long as the association is in existence, a director, officer, or member of the association shall not:

- (A) Do any act in violation of the bylaws or a binding obligation of the association.
- (B) Do any act with the intention of harming the association or any of its operations.
- (C) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the association.
- (D) Receive an improper personal benefit from the operation of the association.
- (E) Use the assets of this association, directly, or indirectly, for any purpose other than carrying out the business of the association.
- (F) Wrongfully transfer or dispose of association property, including intangible property such as good will.
- (G) Use the name of the association (or any substantially similar name) or any trademark or trade name adopted by the association, except on behalf of the association in the ordinary course of the association's business.
- (H) Disclose any of the association business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
- (I) Take any action inconsistent with the articles of the incorporation.

ARTICLE VIII

BOOKS AND RECORDS

REQUIRED BOOKS AND RECORDS

8.01 The association shall keep correct and complete books and records of accounts.

INSPECTION AND COPYING

8.02 Any director, officer, or member of the association may inspect and receive copies of all books and records of the association. Such a member may inspect and receive copies if the member has a proper purpose related to the member's interest in the association and if the member submits a request in writing. Such request to review, inspect, or receive copies of the books and records of the association shall be made at a reasonable time during normal business hours. The board of directors may establish reasonable fees for copying the association's books and records. The association shall provide copies of requested books and records no later than thirty (30) working days after the association's receipt of a proper written request.

AUDITS

8.03 Any members have the right to have an audit conducted of the association's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit.

ARTICLE IX

FISCAL

9.01 The fiscal year shall begin on the first day of January 1, and end the last day of December in each year.

ARTICLE X

NOTICES

NOTICE BY MAIL

10.01 Any notice required or permitted by the bylaws to be given to a director, officer, or member of the association may be given by mail. If mailed, a notice shall be deemed to

be delivered when deposited in the United States mail, certified mail, return receipt requested, addressed to the director, officer, or member at his, her, or its address as it appears on the records of the association, with postage prepaid. A director, officer, or member may change his, her, or its address by giving written notice to the secretary of the association.

SIGNED WAIVER OF NOTICE

10.02 Whenever any notice is required to be given under the provisions of the act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by the director, officer, or member entitled to receive such notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

WAIVER OF NOTICE BY ATTENDANTS

10.03 The attendance of a director, officer, or member at a meeting shall constitute a waiver of notice of the meeting.

ARTICLE XI

SPECIAL PROCEDURES CONCERNING MEETINGS

MEETING BY TELEPHONE

11.01 The board of directors, and any committee of the association, may hold a meeting by telephone conference in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a member in a conference call meeting constitutes presence of that person at that meeting

DECISION WITHOUT MEETING

11.02 Any decision required or permitted to be made at a meeting of the board of directors, or any committee of the association, may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the association minute book and kept with the association's records.

VOTING BY PROXY

11.03 A person who is authorized to exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or the person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the persons authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (A) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (B) The proxy authority expires under the terms of the proxy.
- (C) The proxy authority expires under the terms of the bylaws

ARTICLE XII

AMENDMENTS TO BYLAWS

12.01 The bylaws may be altered, amended, or repealed, and new bylaws adopted by the board of directors of the association, or by the membership of the association. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS

13.01 The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

LEGAL CONSTRUCTION

13.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not effect any other provision and the

bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

HEADINGS

13.03 The headings and paragraph numbers used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

GENDER

13.04 Wherever the context required, all words in the bylaws in the male gender shall be deemed to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

SEAL

13.05 The board of directors may provide a corporate seal.

POWER OF ATTORNEY

13.06 A person may execute any instrument related to the association by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the association to be kept with the association records.

PARTIES BOUND

13.07 The bylaws shall be binding upon an inure to benefit of the directors, officers, and members.

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting secretary of the Texas Ambulance Association, Inc., and that the foregoing bylaws constitute the bylaws of the association. These bylaws were duly adopted at a meeting of the Board of Directors held July 12, 2011.

Signature: _____

Printed Name: _____

Dated: _____