

**BYLAWS OF WALLER COUNTY VOLUNTEER E.M.S. INC.
AMENDED IN THEIR ENTIRETY**

A NONPROFIT CORPORATION

ARTICLE I.

OFFICES

1.01 Principal Office

The principal office of the Corporation in the State of Texas shall be located at 1134 Austin Street, Hempstead, Waller County, Texas 77445. The Corporation may have other offices within the State of Texas as the Board of Directors may decide from time to time. The Board may change the location of the offices of the Corporation.

1.02 Registered Office and Registered Agent

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Corporations Code.

ARTICLE II.

MEMBERS

2.01 Members

The Corporation shall have members. The Board of Directors shall admit members and may adopt and amend application procedures and qualifications for membership. Members may serve in a paid or volunteer capacity. A member must be in good standing as determined by the Executive Director or his/her designee.

2.02 Voting Rights

Each member in good standing shall be entitled to one (1) vote in the annual Board of Directors election. Voting by proxy is permitted.

2.03 Resignation and Termination of Members

Any member may resign from the Corporation by submitting a written or verbal resignation to the Executive Director or his/her designee.

A resignation need not be accepted by the Corporation to be effective. A member who is a paid employee or volunteer of the Corporation who is terminated or resigns shall be deemed to no longer be a member.

ARTICLE III.

MEETINGS OF MEMBERS

3.01 Annual Membership Meeting

Beginning in 2012, the Board of Directors will hold an annual meeting of members at 7:30 p.m. on the first Tuesday of February, each year or at another time that the Board of Directors designates. At the annual meeting, the members will elect directors and transact any other business that may 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 annual meeting, the Board of Directors will call a special meeting of the members as soon as possible to elect directors.

3.02 Monthly Business Meetings

Business Meetings shall be held on the second Tuesday of each month for the transaction of any business of the corporation. All meetings shall be open to any members and the public. If the day fixed for the monthly meeting shall be on a legal holiday in the State of Texas or of the United States, or if deemed necessary by a majority of the Board of Directors, the meeting shall be held on the succeeding Tuesday or a day as soon thereafter, so long as the meeting is conducted in the same month as the originally scheduled business meeting.

3.03 Special Meeting

Special meetings of the members may be called by the President, the Board of Directors, or on the request of not less than one-tenth (1/10th) of the members.

3.04 Place of Meeting

The Board of Directors may designate any place, within the State of Texas, as the place of meeting for any Annual Membership meeting, or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Texas.

3.05 Notice of Meeting

Written or printed notice stating the place, day and hours of any meeting of members (other than the Annual Meeting) shall be delivered, either personally, by facsimile, digitally, electronically or by mail, to each member entitled to vote at such meeting, at his/her address as shown by the records of the Corporation, not less than ten (10) nor more than fifty (50) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. If by facsimile,

digitally, or electronically, the notice of a meeting shall be deemed to be delivered upon completion of entering the numeric impulses used to identify the receiving facsimile machine or pager assigned to the recipient or the electronic address of the recipient is followed by a send instruction.

3.06 Eligibility to Vote at Members' Meetings

A member in good standing is entitled to vote at a meeting of the members of the Corporation.

ARTICLE IV.

BOARD OF DIRECTORS

4.01 Management of Corporation

The Board of Directors will manage corporate affairs.

4.02 Number, Qualifications, and Tenure of Directors

The number of Directors will be five (5). Directors do not need to be members of the Corporation. Each director will serve for a term of two (2) years. The directors' terms will be staggered so that the terms of half of the directors will begin in even-numbered years; the terms of the other half, in odd-numbered years. A candidate shall live in the service area of Waller County EMS. Two board members shall have at least two (2) years minimum experience in emergency services.

4.03 Nominating Directors

The Board of Directors shall appoint a nominating / election committee at the December meeting preceding the annual meeting. The nominating / election committee will take nominations for director candidates fourteen (14) days prior to the annual meeting. Any member in good standing may nominate a qualified person for director candidacy. At any meeting at which the election of a director is held, a voting member in good standing or a director may nominate a person with the second of any other voting member in good standing or a director.

4.04 Electing Directors

The nominating / voting committee shall hold early voting for the fourteen (14) days prior to the annual meeting, by anonymous ballot, at the Waller County EMS headquarters. The early voting ballots will be combined with the votes cast at the annual meeting to determine the election results.

A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the members. Each director shall hold office until a successor is elected and qualifies. A director may be elected so succeed himself or herself as a director.

4.05 Vacancies

The Board of Directors will fill any vacancy in the Board of Directors by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

4.06 Annual Meeting

The annual meeting of the Board of Directors may be held without notice other than these Bylaws. The annual Board of Directors' meeting will be held at the same place as the annual members' meeting.

4.07 Regular Meetings

The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings.

4.08 Special Meetings

Special Board of Directors meetings may be called by, or at the request of, the President or any two directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of the corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the directors as these Bylaws require.

4.09 Notice

Written or printed notice of any special meeting of the Board of Directors will be delivered to each director not less than two (2) nor more than thirty (30) days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

4.10 Quorum

A majority of the number of directors then in office constitutes a quorum for transacting business at any Board of Directors' meeting. 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. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

4.11 Duties of Directors

Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees or a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.12 Delegating Duties

Directors may select advisors and delegate duties and responsibilities to them such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor at any time and without any cause whatsoever.

4.13 Interested Directors

Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorized the contract or transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board of Directors or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

4.14 Actions of the Board of Directors

The members will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of the majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board of Directors, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board of Directors' decision.

4.15 Compensation

Directors may not receive salaries for their services.

4.16 Informal Action by Board of Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action which is so taken by all the Board of Directors.

4.17 Removing Directors

The Board of Directors may vote to remove a director at any time only for good cause. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state the issue of possibly removing the director will be on the agenda.

A director may be removed by the affirmative vote of three Directors.

ARTICLE V.

OFFICERS

5.01 Officers

The Corporation's officers will be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for President and Secretary.

5.02 Election and Term of Office

The Officers of the Board of Directors shall be elected by the Board of Directors at its annual meeting. If officers are not elected at that time, they will be elected as soon thereafter as possible. New offices may be created at any meeting of the Board of Directors and shall be filled at the next regularly scheduled or specially noticed meeting of the Board of Directors.

Each officer shall hold office until his successor shall have been duly elected and qualified. An officer may be elected to succeed himself or herself in the same office.

5.03 Removal of Officers

Any officer elected or appointed may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.04 Vacancies

The Board of Directors may select and appoint a person to fill a vacancy in any office for the unexpired portion of the officer's term.

5.05 President

The President shall be the chief executive officer of the Corporation. He or she will supervise and control all the Corporation's business and affairs and will preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general The President shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.06 Vice President

When the President is absent, cannot act, or refuses to act, a vice President will perform the President's duties. When acting in the President's place, the vice President has all the powers of—and is subject to all the restrictions on—the President. If there is more than one vice President, the vice Presidents will act for the President in the order of election. A vice President will perform other duties as assigned by the President or Board of Directors.

5.07 Treasurer

The treasurer or his/her designee will:

- (a) Have charge and custody of—and be responsible for—all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board of Directors or President directs.

(d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts without the signature of the President or Vice President or the Secretary in addition to that of the Treasurer.

(e) Maintain the Corporation's financial books and records.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the President or the Board of Directors.

(h) If the Board of Directors requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board of Directors.

(i) Perform all duties incident to the office of treasurer.

5.08 Secretary

The Secretary or his/her designee will:

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Take minutes of the meetings of the members and the Board of Directors and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and seal.

(d) Affix the corporate seal to all documents as authorized.

(e) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.

(f) Perform duties as assigned by the President or the Board of Directors.

(g) Perform all duties incident to the office of Secretary.

5.09 Executive Director

The Board of Directors shall appoint an Executive Director for the Corporation. The Executive Director shall be retained under such terms and conditions as the Board of Directors shall establish from time to time, including compensation, if any. The Executive Director shall be the principal operating officer of the corporation and shall be an ex-officio member of the Board of Directors. The Board of Directors may for good cause terminate and remove the Executive Director from all responsibility and privileges.

ARTICLE VI.

COMMITTEES

6.01 Committees of Board of Directors

The Board of Directors, by resolution adopted by a majority of the Board of Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more elected Directors, which committees, to the extent provide in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease exchange or mortgage of any or all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings there-for; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on thereon by law.

6.02 Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present or by the President via order. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. The President of the Corporation may remove any members or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

6.03 Term of Office

Each member of a committee shall continue as a member of the committee until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.04 Chairman

One member of each committee shall be appointed Chairman of the Committee by the person or persons authorized to appoint the members thereof.

6.05 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.06 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee or in the appointing order of the President, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07 Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 Contracts

The Board of Directors may authorize any officer or officer's agent or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.02 Checks and Drafts

All checks, drafts or orders for the payment of money, notes, other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or a Vice President or Secretary of the Corporation.

7.03 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.04 Gifts

The Board of Directors or the Executive Director may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII.

BOOKS AND RECORDS

8.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the name and addresses of the members entitled to vote. Any member or his agent or attorney may inspect all books and records of the Corporation for any proper purpose at any responsible time.

ARTICLE IX.

FISCAL YEAR

9.01 Fiscal Year

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

ARTICLE X.

SEAL

10.01 Seal

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Waller County Emergency Medical Services, Inc."

ARTICLE XI.

WAIVER OF NOTICE

11.01 Signed Waiver of Notice

Whenever any notice is required by law or under these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

11.02 Waiving Notice by Attendance

A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII.

SPECIAL PROCEDURES CONCERNING MEETINGS

12.01 Meeting by Telephone

The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone, as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

12.02 Decision without Meeting

Any decision required or permitted to be made at a meeting of the members, Board of Directors, or any committee of the Corporation 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 the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

ARTICLE XIII.

AMENDMENTS TO BYLAWS

13.01 Amending Bylaws

These Bylaws may only be altered, amended, or repealed by the Board of Directors. New bylaws may only be adopted by the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions, as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XIV.

MISCELLANEOUS PROVISIONS

14.01 Construction of Bylaws

These Bylaws will be construed under Texas law.

14.02 Legal Construction

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Presented for adoption by these members of the bylaws committee on _____, 2011.

Adopted at the General Membership Meeting of the Corporation held on _____, 2012, after being read at three consecutive scheduled regular meetings on _____, 2011; _____, 2011; and _____, 2011.

President

Secretary