

**AMENDED BYLAWS OF  
METROPOLITAN AREA EMS AUTHORITY**

---

**ARTICLE ONE**

**NAME, PURPOSES AND OFFICES**

Section 1.1. **Name.** The name of the organization is the Metropolitan Area EMS Authority (formerly known as the Area Metropolitan Ambulance Authority) (the "Authority"). The standard abbreviation is "MAEMSA."

Section 1.2. **Purposes.** The Authority was established on August 1, 1988 as a governmental administrative agency under Chapter 791 of the Tex. Government Code (the Interlocal Cooperation Act) to administer and operate a prehospital emergency medical services and medical transportation system in a service area comprised of the Authority's member jurisdictions. As more fully set out in Restated Interlocal Cooperative Agreement ("Interlocal Agreement") between the member jurisdictions and the Uniform EMS Ordinance adopted by the member jurisdictions, the Authority's purposes are to provide a regulated prehospital emergency medical services and medical transportation system and to provide a mobile integrated healthcare program and other programs to benefit the public health and welfare.

Section 1.3. **Offices.** The principal office of the Authority shall be located at 2900 Alta Mere Drive, Fort Worth, Texas 76116, or at any other place designated by the Board of Directors. The Authority may also have offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE TWO**

**BOARD OF DIRECTORS**

Section 2.1. **General Powers.** Subject to the provisions of these Bylaws and the Interlocal Agreement, the Authority shall be administered by the Board of Directors ("Board") who shall provide overall direction with respect to all matters within the scope of these Bylaws and the Interlocal Agreement and Uniform EMS Ordinance.

Section 2.2 **Composition of Board.** The number and qualifications of directors and the method of selecting and appointing directors are set forth in Article II of the Interlocal Agreement.

Section 2.3 **Holdover.** Directors shall hold office until their successors are elected or appointed and qualified, or until their earlier death, resignation, retirement, disqualification or removal.

Section 2.4 **Removal of Directors.** Any voting member of the Board who fails to attend any three consecutive, regularly scheduled Board meetings or who fails to attend at least six regularly scheduled meetings in any twelve month period without good cause may be removed from the Board at the request of a majority of their appointing jurisdiction(s) and their position will be filled for the remainder of their term as provided in the Interlocal Agreement.

Section 2.5. **Regular Meetings.** Regular meetings of the Board shall be held monthly at the principal offices of the Authority on a date and time determined by the Board; provided, however, that the Board may postpone, cancel or reschedule a regular meeting if the Board determines that a quorum will not

be present at such meeting.

Section 2.6. Special Meetings. A special meeting of the Board may be called at any time by the Chairperson or the Chief Executive Officer, or by the written request of three or more voting directors or by the written request of two or more nonvoting directors and two or more voting directors.

Section 2.7. Quorum and Minutes. At all meetings of the Board, the presence of a majority of the number of current directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the members present in person at a meeting which a quorum is present shall be the act of the Board unless the act of a greater number is required by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. All acts and proceedings of the Board shall be recorded by the Secretary in a minute book and shall be submitted to the Board for its approval at the next regular meeting.

Section 2.8. The Open Meetings Act. All regular and special meetings of the Board shall be conducted in accordance with the Open Meetings Act, Chapter 551 of the Texas Government Code.

### ARTICLE THREE COMMITTEES

The Board may, by resolution adopted by the Board, from time to time designate from among the members of the Board one or more committees, each committee to consist of one or more members, but less than a majority of the members of the Board. Except as limited by the Interlocal Cooperative Agreement, these Bylaws or the resolution establishing such committee, each committee shall have and may exercise all of the authority of the Board as the Board may determine and specify in the respective resolutions appointing each such committee. A majority of all the members of any such committee may fix the time and place of its meetings, unless the Board shall otherwise provide, and meetings of any committee may be held upon such notice, or without notice, as shall from time to time be determined by the members of any such committee. At all meetings of any committee, a majority of its members shall constitute a quorum for the transaction of business, and the act of a majority of the members present shall be the act of any such committee, unless otherwise specifically provided by law, the Interlocal Cooperative Agreement, these Bylaws, or the resolution establishing such committee. The Board shall have power at any time to change the number, subject to the foregoing, and members of any such committee, to fill vacancies and to discharge any such committee.

### ARTICLE FOUR BOARD OFFICERS

Section 4.1. Officers. The officers of the Board shall be chosen by the Board and shall consist of a Chairperson, Vice Chairperson and Secretary, and may consist of such other officers and agents as the Board may deem necessary thereof.

Section 4.2. Term: Removal: Resignation: Vacancies. The officers of the Board shall be elected each year at the August or September meeting. Officers shall hold office until their successors are elected or appointed and qualified, or until their earlier death, resignation, retirement, disqualification or removal. Any officer or agent elected or appointed by the Board may be removed

at any time with or without cause by the affirmative vote of a majority of all other voting directors whenever, in their judgment, the best interests of the Authority shall be served thereby. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of the receipt of such notice or at such other time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.3 Chairperson. The Chairperson shall conduct and preside at all meetings of the Board and shall perform such other duties as the Board may direct.

Section 4.4. Vice Chairperson. The Vice Chairperson shall have such authority and perform such duties as may be delegated, permitted or assigned from time to time by the Chairperson or the Board and, in the event of the absence, unavailability or disability of the Chairperson, or in the event of the Chairperson's inability or refusal to act, shall perform the duties and have the authority and exercise the powers of the Chairperson, unless otherwise determined by the Board.

Section 4.5. Secretary. The Secretary, or his/her designee, shall have the duty of recording the proceedings of the meetings of the Board in a minute book to be kept for that purpose and shall perform all like duties for any committees. The Secretary shall perform such other duties as may be prescribed by the Board or the Chairman, under whose supervision the Secretary shall be. In the absence of the Secretary, the minutes of all meetings of the Board shall be recorded by such person as shall be designated by the Board. The Secretary may serve as acting Chairperson at any regular meeting where the Chairperson and Vice Chairperson are both unable to attend.

## ARTICLE FIVE

### CHIEF EXECUTIVE OFFICER AND OTHER OFFICERS

Section 5.1. Chief Executive Officer. The Board shall appoint a Chief Executive Officer who shall have and exercise direct charge and supervision of the business affairs of the Authority in performing its duties under these Bylaws and the Interlocal Cooperative Agreement. The Chief Executive Officer shall have such other powers and duties as the Board may determine.

Section 5.2. Other Officers Reporting to Board. The Board shall appoint a Compliance Officer, Privacy Officer, Security Officer, and other similar officers as may be required by law or determined by the Board to be necessary. These officers may be regular employees of the Authority with other duties but shall report to the Board in their capacity as officers.

Section 5.3 Counsel to the Board. The Board may appoint a licensed attorney to serve as counsel to the Board and General Counsel to the Authority. Such counsel shall report to the Board.

## ARTICLE SIX

### AMENDMENTS

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any regular or special meeting of the Board by the affirmative vote of two-thirds of the number of the members of the Board fixed by these Bylaws, provided notice of the proposed alteration, amendment or repeal or adoption be contained in the notice of such meeting.

ARTICLE SEVEN  
PREVIOUS BYLAWS REPEALED

Any and all previous Bylaws are hereby repealed and are replaced and superseded in their entirety by these Bylaws.

ARTICLE EIGHT  
CONTROLLING DOCUMENTS

To the extent any of the provisions in these Bylaws conflict with any of the provisions in the Restated Interlocal Cooperative Agreement or the Uniform EMS Ordinance, the provisions of the Interlocal Cooperative Agreement and Uniform EMS Ordinance shall control. The terms used in these Bylaws shall have the meanings defined in those documents.

ARTICLE NINE  
GENERAL PROVISIONS

Section 9.1 Restrictions on Distribution of Net Earnings. No part of the net earnings of the Authority shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Authority shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 9.2 Distribution of Assets Upon Dissolution. In the event of dissolution of the Authority, after payment of or provision for all liabilities of the Authority, all of the assets of the Authority shall be distributed to, the Member Jurisdictions on a pro-rata basis. Each Member Jurisdiction's pro-rata share of such distributed assets or proceeds shall be based upon the population of the Member Jurisdiction (as reported by the U.S. Census Bureau) as compared to the total population of all Member Jurisdictions (as reported by the U.S. Census Bureau).

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Metropolitan Area EMS Authority and that the above Bylaws were approved by the affirmative vote of at least two-thirds of the members of the Board of Directors on \_\_\_\_\_, 2017.

\_\_\_\_\_  
Secretary of Board of Directors