

EXHIBIT B

BYLAWS OF
TEXAS ASSOCIATION OF EMS EDUCATORS, INC.

ARTICLE ONE
REGISTERED OFFICE

1.1 The registered office of the corporation is located at [REDACTED], and the name of the registered agent of the corporation at such address is Jeff McDonald.

ARTICLE TWO
MEMBERSHIP MEETINGS
Annual Meetings

2.1 The annual meetings of the membership shall be held at the location of the Texas EMS Educators Summit, or any other place within or without this State, as may be designated for that purpose from time to time by the Trustees.

Time of Annual Meetings

2.2 The annual meetings of the shareholders shall be held each year at four o'clock pm (4:00pm) on the first day of the Texas EMS Educators Summit, currently held during the month of April each year. If this day falls on a legal holiday, the annual meeting shall be held at the same time on the next following business day thereafter.

Notice of Meeting

2.3 Notice of the meeting, stating the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in writing to each member entitled to vote at the meeting at least ten (10) but not more than fifty (50) days before the date of the meeting, either personally, or by mail, or other means of written communication, addressed to the shareholder at his or her address appearing on the books of the corporation or given by him or her to the corporation for the purpose of notice. Notice of adjourned meetings is not necessary unless the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

Special Meetings

2.4 Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or by the Trustees, or by any two (2) or more Officers and Trustees, or by any ten or more members entitled to vote at the meeting.

Quorum

2.5 Twenty or more voting members shall constitute a quorum for the transaction of business. Business may be continued after a withdrawal of enough members to leave less than a quorum.

Voting

2.6 Only persons whose names appear on the member rolls of the corporation on the date on which such notice of the meeting is mailed shall be entitled to vote at such meeting, unless some other day is fixed by the Board of Directors for the determination of members of record. Each regular member is entitled to one vote. Voting for the election of Officers and Trustees shall be by voice unless any member demands a ballot vote before the voting begins.

Proxies

2.7 Every person entitled to vote may do so in person, no proxy voting will be allowed.

Consent of Absentees

2.8 No defect in the calling or noticing of a members' meeting will affect the validity of any action at the meeting if a quorum was present, and if no member not present objects to the holding of the meeting, or approval of the minutes, before the meeting occurs, and such objection shall be filed with the corporate records or made a part of the minutes of the meeting.

Action Without Meeting

2.9 Action may be taken by the members without a meeting if each member entitled to vote signs a written consent to the action and such consents are filed with the Secretary of the corporation.

ARTICLE THREE TRUSTEE Powers

3.1 The Trustees shall act only as a board and an individual Trustee shall have no power as such. All corporate powers of the corporation shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be controlled by the Duly elected Officers, subject, however, to such limitations as are imposed by law, the Articles of Incorporation or these Bylaws as to actions to be authorized or approved by the members. The Officers may, by contract or otherwise, give general or limited or special power and authority to an officer and employees of the corporation to transact the general business, or any special business, of the corporation, and may give powers of attorney to agents of the corporation to transact any special business requiring such authorization.

Number and Qualification of Trustees and Officers

3.2 The authorized number of Trustees of this Corporation shall be Three (3). The official officers of this Corporation shall be President, Vice-President, Secretary, and Treasurer. All Trustees and Officers must be members of this corporation or residents of Texas. The number of Trustees and Officers may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Trustee or Officer. Any Position to be filled by reason of an increase in the number of Officers or Trustees shall be filled by election at any annual meeting or at a special meeting of the members called for that purpose.

Election and Term of Office

3.3 One Trustee shall be elected annually by the members entitled to vote, and shall hold office for a term of Three (3) years, or until their respective successor is elected, or until their death, resignation, or removal. The other Officers of the Corporation are to be elected on an annual basis during the regular Membership meeting. They shall serve for individual one year terms. (At the initial meeting of the membership, Three Trustees should be elected, One for a one year term, another for a two year term and a third for a three year term. Thereafter as noted in the earlier portion of this section.)

Vacancies

3.4 Vacancies in the Officers and Trustees may be filled by a majority of the remaining Officers and Trustees, though less than a quorum. The members may elect a Trustee or Officer at any time to fill a vacancy not filled by the Officers and Trustees.

Removal of Officers

3.5 The entire set of Officers and Trustees or any individual Officer or Trustee may be removed from office with or without cause by vote of a majority of the members entitled to vote, at any regular or special meeting of such members.

Place of Meetings

3.6 All meetings of the Officers shall be held at the principal offices of the corporation or at such place within or without the State as may be designated from time to time by a resolution of the Officers or by written consent of all the Officers.

Regular Meetings

3.7 Regular meetings of the Officers shall be held, without call or notice, immediately following each annual meeting of the members of this corporation, and at other such times as the Officers may determine.

Special Meetings--Call and Notice

3.8 Special meetings of the Membership or Officers for any purpose shall be called at any time by the President or, if he or she is absent or unable or refuses to act, by the Vice President or any two Trustees. Written notices of the special meetings, stating the time, and in general terms the purpose or purposes thereof, shall be mailed or electronically delivered or personally delivered to each Officer and Trustee not later than ten (10) days before the day appointed for the meeting.

Quorum

3.9 A majority of the authorized number of Officers and Trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Officers present shall be regarded as the act of the Organization, unless a greater number be required by law or by the Articles of Incorporation.

Board Action Without Meeting

3.10 Any action required or permitted to be taken by the Officers, may be taken without a meeting, and with the same force and effect as a unanimous vote of Officers, if all the members of the Officers shall individually or collectively consent in writing to such action.

Adjournment--Notice

3.11 A quorum of the Officers may adjourn any Officers' meeting to meet again at a stated day and hour. Notice of the time and place of holding such an adjourned meeting need not be given to absent Officers if the time and place is fixed at the meeting adjourned. In the absence of a quorum, a majority of the Officers present at any Officers' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Officers.

Conduct of Meetings

3.12 The President or, in his or her absence, the Vice-President, shall preside at meetings of the Officers. The Secretary of the corporation, or in his or her absence, any person appointed by the presiding officer, shall act as Secretary of the Officers.

Compensation

3.13 Officers and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution by the Officers, subject to approval by the voting membership.

Indemnification of Directors and Officers

3.14 The Officers may authorize the corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against present or former Trustees, officers, or employees of this corporation as provided by Article 2.02 (A) (16) of the Business Corporation Act.

ARTICLE FOUR OFFICERS Title and Appointment

4.1 The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the membership shall from time to time determine. No single person may hold two concurrent officer positions except, Secretary and Treasurer. All officers shall be elected by and hold office at the pleasure of the membership, which shall fix the compensation and tenure of all officers.

Powers and Duties of Officers

4.2 The officers of the corporation shall have the powers and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors.

Powers and Duties of Trustees

4.3 The Trustees shall be direct representatives of the membership's interest at all meetings. They also fulfill the function of oversight of the Officers proceedings. Trustees shall review all purchases and fiscal activities of the Officers, and at least annually, review the permanent financial records of the organization for reasonable compliance with applicable law and IRS requirements.

ARTICLE FIVE EXECUTION OF INSTRUMENTS

5.1 The Membership may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

ARTICLE SIX MEMBERSHIP No Shares of Ownership

6.1 There are no owners of this corporation. This corporation shall have no stock.

Membership Powers

6.2 The members when qualified, will exercise traditional ownership powers within the corporation.

Types of Membership

6.3 There will be two classes of membership in this corporation. Regular Members, who have the right to vote in matters before the organization and hold office, and Associate Members who shall not have a right to vote or hold office.

Active Members

6.4 An Active member is a person who holds a current active instructor or coordinator license from the Texas Department of State Health Services. These members may be involved in EMS education in a full-time, part-time, or volunteer role. After making application to the Secretary in the customary written form, and submitting a fee as determined by the membership, persons meeting the qualification for membership will be enrolled on the official corporate member list.

Associate Members

6.5 An Associate member is a person who is not actively involved in the education of EMS professionals. These members may be interested in EMS education because their industry supplies equipment or materials to the industry, or may be retired EMS education professionals. These persons, after making application to the Secretary in the customary written form, and submitting a fee as determined by the membership, persons meeting the qualification for sustaining membership will be enrolled on the official corporate member list. Associate members may not hold office or vote in matters during the corporate meetings.

ARTICLE SEVEN
RECORDS AND REPORTS
Inspection of Books and Records

7.1 All books and records provided for by statute shall be open to inspection of the members from time to time and to the extent expressly provided by statute, and not otherwise. The Trustees may examine such books and records at all reasonable times.

7.2 The Trustees may close the membership books at their discretion for a period not exceeding fifty (50) days preceding any meeting, annual or special, of the members.

ARTICLE EIGHT
AMENDMENT OF BYLAWS
Amendment of Bylaws

8.1 The power to alter, amend or repeal these bylaws is vested in the members, but such power may be delegated to the Officers.