

**SECOND AMENDED AND RESTATED BYLAWS
OF
COMMITTEE ON ACCREDITATION OF EDUCATIONAL PROGRAMS
FOR THE EMERGENCY MEDICAL SERVICES PROFESSIONS, INC.**

The following Second Amended and Restated Bylaws (“Bylaws”) were adopted and approved by the Directors of the Committee on Accreditation of Educational Programs for the Emergency Medical Services Professions, Inc. (the “Corporation”).

**ARTICLE I
OFFICES AND PURPOSE**

Section 1. Offices. The Registered Office of the Corporation as set forth in the Certificate of Formation is 2228 Mechanic St., Suite 200, Galveston, Texas 77550, and the name of the initial registered agent at such address is Keith W. McFatrige, Jr. The Corporation may also have offices at such other places, both within and without the State of Texas, as the Directors may from time to time determine or the business of the Corporation may require.

Section 2. Purpose. The purposes of the Corporation shall include:

- a. being a Committee on Accreditation (CoA) member of the Commission on Accreditation of Allied Health Education Programs (CAAHEP) to provide accreditation services to educational programs in the Emergency Medical Services (“EMS”) professions;
- b. conducting the Letter of Review process for educational programs in the EMS professions;
- c. monitoring the need for recognition of Emergency Medical Technician and Emergency Medical Responder educational programs and/or courses of instruction, and responding to such need; and
- d. educating the public, sponsoring organizations, governmental agencies, healthcare professions, and others about recognition, review, and accreditation of programs/courses for the EMS professions.

**ARTICLE II
SPONSORING ORGANIZATIONS**

Section 1. Sponsoring Organizations. Sponsoring organizations of the Corporation must demonstrate a significant relationship to the EMS professions, must be national in scope, must accept the current Bylaws and standards and guidelines, and must agree to participate through their representatives in all activities of the Corporation.

Section 2. Current Sponsoring Organizations. Sponsoring organizations are approved by the Corporation’s Board of Directors and remain sponsors so long as they also remain a

sponsoring organization member of CAAHEP, remain current with the Corporation's fees, and participate in all Corporation activities, unless earlier removed as herein provided.

Section 3. Additional Sponsoring Organizations. Additional sponsoring organizations may become sponsors who also agree to become a sponsoring organization member of CAAHEP and upon approval by a majority vote of the Board of Directors where a quorum is present.

Section 4. Resignation of a Sponsoring Organization. An organization may resign as a sponsor of the Corporation by written notice to the Treasurer/Secretary.

Section 5. Representatives. For any year in which a sponsoring organization has either (i) a representative vacancy or (ii) a representative whose term as a member of the Board of Directors is due to expire, then such sponsoring organization may nominate at least two (2) representatives only one of whom may fill the vacancy or expiring term as a member of the Board of Directors subject to his or her approval by a majority vote of the Board of Directors where a quorum is present.

Section 6. Removal of Sponsoring Organizations. Any sponsoring organization may be removed, with or without cause, by a vote of sixty-six percent (66%) of the votes of the Board of Directors where a quorum is present.

ARTICLE III DIRECTORS

Section 1. General Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things that are not precluded by statute or by the Certificate of Formation or by these Bylaws.

Section 2. Directors. The Directors of the Corporation are set forth on Appendix I. To be eligible for consideration as a future Director, a person must (1) be nominated by the sponsoring organization who has demonstrated a significant relationship with the EMS professions or will provide an identified expertise to the Corporation, or (2) be from the public domain.

Section 3. Number of Directors. The Board of Directors will consist of twenty-eight (28) Directors. Upon majority resolution of the Board of Directors where a quorum is present, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to fewer than three (3) Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation.

Section 4. Term of Directors. Directors shall serve a term of three (3) years. A Director may serve no more than three (3) consecutive terms at a time. After serving three (3) consecutive terms, a Director must vacate his or her position for at least one (1) year before

being eligible for an additional term as Director. Such term limits as herein stated will be suspended for the time a Director serves as a member of the Executive Committee.

Section 5. Election of Directors. Elections for Directors filling expired terms shall be held at the annual meeting of the Board of Directors and shall take office immediately following the annual meeting. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at any regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Directors whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen. All Directors of the Corporation must be approved by the majority vote of the Board of Directors where a quorum is present.

Section 6. Staggered Terms. There shall be staggered terms for Directors so that one-third (1/3) of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the Board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the meeting of the Board of Directors at which these Bylaws are adopted, there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, nine (9) Directors shall have an initial term of one (1) year with such term expiring at the conclusion of the 2016 annual meeting, nine (9) Directors shall have an initial term of two (2) years, with such term expiring at the conclusion of the 2017 annual meeting and ten (10) Directors shall have an initial term of three (3) years with such term expiring at the conclusion of the 2018 annual meeting. The minutes of this Board of Directors meeting shall show the results of the drawing. Initial Directors serving less than a full three (3) year term as their initial term (i.e., Directors who draw a one (1) year term or two (2) year term), shall not be considered to have served a full three (3) year term for purposes of the limits on more than three (3) consecutive terms or nine (9) years.

Section 7. Vacancies. Vacancies (by death, resignation, removal or otherwise) may be filled at a regular meeting of the Board of Directors or at a special meeting called for that purpose by a majority vote of the Board of Directors where a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. Removal of Directors. Any Director may be removed, with or without cause, by a vote of sixty-six percent (66%) of the votes of the Directors where a quorum is present.

Section 9. Compensation of Directors. Directors shall receive no compensation for their service as Directors, but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

ARTICLE IV MEETING OF THE DIRECTORS

Section 1. Meetings of Directors. Directors of the Corporation may hold meetings, both regular and special, either inside or outside the State of Texas. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by the Directors.

Section 2. Annual Meeting. The annual meeting of Board of Directors shall be held at such date and time as shall be designated from time to time by the Directors and stated in the notice of the meeting, and transact such other business as may properly be brought before them at the meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair, Vice-Chair or any two voting Directors. Notice of such meetings shall state the business to be conducted at such meeting.

Section 4. Quorum. At all meetings, Directors of the Corporation holding at least fifty-one percent (51%) of the votes to be cast, in person and as provided in Article IV, Section 6, shall constitute a quorum for the transaction of business and the majority vote of the Directors present at any meeting at which there is a quorum shall be the act of the Directors, except as may be otherwise specifically provided by statute, by the Certificate of Formation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the Board of Directors, the Directors thereat, present in person, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented, and any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new meeting date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Director of record at the meeting.

Section 5. Action without Meeting. Unless otherwise restricted by the Certificate of Formation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all voting Directors consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the meeting of the Board of Directors or of any committee thereof.

Section 6. Participation in Meeting by Conference Telephone. Directors may participate in a meeting by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 7. Vote Required. When a quorum is present at any meeting, the majority vote of the votes of the Directors present shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Certificate of Formation or by these Bylaws, a different vote is required, in which case such express provision shall govern and control.

Section 8. Transaction Involving Directors. The Corporation may enter into contracts and transactions with Directors, provided that (1) the contract or transaction is approved by a majority vote of the votes of disinterested Directors entitled to vote at such meeting of the Board of Directors and acting in good faith and ordinary care, and (2) the relationship or interest of a Director in the contract or transaction is disclosed or known to the other Directors entitled to

vote. An interested Director may be included in determining whether a quorum is present at a meeting that authorizes a contract or transaction involving a Director.

ARTICLE V OFFICERS

Section 1. Officers. The Corporation shall have the following officers: Chair, Vice-Chair, and Treasurer/Secretary and such other officers as the Board of Directors may deem necessary from time to time. No officer need be a resident of Texas.

Section 2. Chair. The Board of Directors may, in its discretion, elect or appoint a Chair who shall preside at all meetings of the Board of Directors and shall be chair of the Executive Committee and a non-voting ex officio member of all other committees. He or she additionally: (i) shall provide the supervision and direction for the Executive Director of the Corporation; (ii) may designate new committees and appoint the members and a chair to such new committees, and shall report the creation of such new committee(s) at the next meeting of the Board of Directors; and (iii) shall perform such other duties and have such other authority and such other powers as the Board of Directors may from time to time prescribe. The Chair of the Board of Directors shall serve until his or her successor is elected or appointed and qualified, but may be removed at any time by the affirmative vote of a majority of the Board of Directors at any meeting where a quorum is present.

Section 3. Vice-Chair. The Board of Directors may, in its discretion, elect or appoint a Vice-Chair who, in the absence of the Chair or in the event of the Chair's inability or refusal to act, shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties and have such other powers as the Directors may from time to time prescribe. The Vice-Chair of the Board of Directors shall serve until his or her successor is elected or appointed and qualified, but may be removed at any time by the affirmative vote of a majority of the Board of Directors at any meeting during which a quorum is present.

Section 4. Treasurer/Secretary. The Board of Directors may, in its discretion, elect or appoint a Treasurer/Secretary who shall render to the Board of Directors, at the regular meeting of the Board of Directors or whenever they may require it, an accounting of the financial condition of the Corporation. The Treasurer/Secretary shall have the power to: (a) endorse for deposit or collection all notes, checks, drafts, and other obligations and orders of payment of funds to the Corporation; and (b) accept drafts on behalf of the Corporation. The Treasurer/Secretary shall also (i) record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose; (ii) maintain custody of the corporate seal of the Corporation; and (iii) have the authority to affix the same to any instrument requiring it and, when so affixed, it may be attested to by the Treasurer/Secretary's signature. The Treasurer/Secretary shall serve until his or her successor is elected or appointed and qualified, but may be removed at any time by the affirmative vote of a majority of the Board of Directors at any meeting during which a quorum is present.

Section 5. Elections and Terms of Officers. Elections of officers of the Corporation shall be held at the annual meeting of the Board of Directors, and officers shall serve for a term of two (2) years and may serve for any number of terms. The elected officers shall take office immediately following the close of the annual meeting. All officers of the Corporation must be approved by the majority vote of the Board of Directors where a quorum is present.

Section 6. Vacancies. Vacancies (by death, resignation, removal or otherwise) may be filled at any regular meeting of the Board of Directors or at a special meeting called for that purpose by a majority vote of the Board of Directors where a quorum is present. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VI COMMITTEES

Section 1. Committees of the Directors. The Chair may from time to time designate new committees (other than the Executive Committee) in accordance with Article V, Section 2, above. The Board of Directors may also from time to time designate committees of the Directors and appoint the members and the chair of each committee (other than the Executive Committee), each committee to consist of two (2) or more of the Directors, to serve at the pleasure of the Board of Directors. Any committee so designated may exercise such power and authority of the Directors as the resolution so designating the committee shall provide. Such committee or committees shall have the name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 2. Conduct of Business. Each committee may determine the procedural rules for meeting and conducting business and shall act in accordance therewith, except as otherwise provided herein, or in policies of the Corporation, or as required by law. One-third (1/3) of the committee Directors shall constitute a quorum unless the committee shall consist of two (2) or three (3) committee Directors, in which event two (2) committee Directors shall constitute a quorum. All matters shall be determined by a majority vote of the committee Directors present. Action may be taken by any committee without a meeting if all committee Directors thereof consent thereto in writing, and such writing or writings are filed with the minutes of the proceeding of such committee. All committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 3. Standing Committees. The Corporation shall have two standing committees which shall assist the Board of Directors in carrying out the management of the Corporation: the Executive Committee and the Audit and Finance Committee. Committees shall meet upon call of the Board of Directors or the chair of the committee, review the activities of the Corporation in the committee's respective areas, and make recommendations to the Board of Directors for the Board of Director's final approval. The Chair of the Board of Directors shall serve as the chair of the Executive Committee. Either the Board of Directors or its Chair may appoint the members and a chair to the Audit and Finance Committee. In the event the Board of Directors has members from the public domain, the Audit and Finance Committee shall include at least one such member. Committee meetings shall be open to all members of the Board of Directors.

Section 4. Executive Committee. The Chair, Vice-Chair, Treasurer/Secretary, immediate past Chair and At-Large Member are voting members of the Executive Committee. The At-Large Member of the Executive Committee shall be appointed by a majority vote of the Board of Directors where a quorum is present and serve until his or her successor is appointed, but may be removed at any time by the affirmative vote of a majority of the Board of Directors at any meeting where a quorum is present. The Executive Director of the Corporation will serve as a non-voting member of the Executive Committee. The Executive Committee shall have the power and authority to conduct the business of the Corporation between scheduled meetings of the Board of Directors meetings. All formal actions of the Executive Committee shall be reported to the Board of Directors for review and ratification at the next regularly scheduled meeting of the Board of Directors.

ARTICLE VII EXECUTIVE DIRECTOR

The Board of Directors will hire or appoint an Executive Director, who will serve as the chief administrative officer of the Corporation, and report to the Chair of the Board of Directors. The Executive Director shall be responsible for the operational duties of the Corporation and serve as a non-voting member of the Board of Directors and Executive Committee.

ARTICLE VIII NOTICES

Section 1. Forms of Notice. Whenever, under the provisions of the statutes or of the Certificate of Formation or of these Bylaws, notice is required to be given to any Director, it shall not be construed to require personal notice. All notices to the Directors, unless otherwise provided herein, shall be given in writing by personal delivery, mail, facsimile, e-mail or other electronic message. Such notice shall state the time, place and date of such meeting, and the business to be conducted if the meeting is a special meeting. Except as otherwise provided herein, written notice of a meeting shall be given to each Director entitled to vote at such meeting not fewer than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Formation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IX GENERAL PROVISIONS

Section 1. Annual Statement. The Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

Section 2. Contracts. The Directors may authorize the Executive Director 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.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be as set by resolution of the Directors.

Section 4. Seal. The corporate seal shall have inscribed thereon the name of the Corporation and may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 5. Books of Account. The Corporation's records shall be kept at its principal place of business.

ARTICLE X
INDEMNIFICATION OF OFFICERS,
DIRECTORS, EMPLOYEES AND AGENTS

Section 1. Indemnification: Actions other than by the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or on behalf of the Corporation, by reason of the fact that he, she or it is or was a Director, officer, employee, agent, independent contractor, consultant, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, agent, independent contractor, consultant, or volunteer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him, her or it in connection with such action, suit or proceeding if the person or acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Expenses and Attorneys' Fees. The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding referred to in Section 1 of this Article to a person who eventually might be entitled to indemnification, even though there has been no final disposition of the proceeding upon an affirmative approval by a majority vote of the Board of Directors where a quorum is present. To the extent that a Director, officer, employee, agent, independent contractor, consultant, or volunteer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or

respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 3. Authorization of Indemnification. Any indemnification under the provisions of Section 1 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, agent, independent contractor, consultant, or volunteer is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made:

(1) by the Directors by a majority vote of a quorum consisting of voting Directors who were not parties to such action, suit or proceeding; or

(2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so direct, by independent legal counsel in a written opinion.

Section 4. Advance Indemnification. Expenses incurred by a Director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized by the provisions of this Article. Such expenses incurred by other employees, agents, independent contractors, consultants, and volunteers may be so paid upon such terms and conditions, if any, as the Directors deem appropriate.

Section 5. Non-Exclusive Indemnification. The indemnification provided by or granted pursuant to the other provisions in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be otherwise entitled.

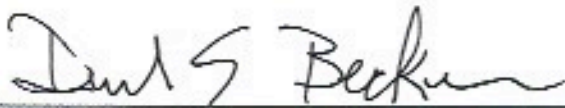
Section 6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent, independent contractor, consultant, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, agent, independent contractor, consultant, or volunteer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article.

Section 7. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person that has ceased to be a Director, officer, employee, agent, independent contractor, consultant, or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Directors by a vote of sixty-six percent (66%) of the votes of the Directors at any regular meeting of the Directors or any special meeting of the Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such special meeting.

ADOPTED by written consent of the Board of Directors effective as of the 11th day of November, 2022.

By: 
Name: David S. Becker, MA, EMT-P
Title: Treasurer/Secretary

**APPENDIX I
TO
SECOND AMENDED AND RESTATED BYLAWS
OF
COMMITTEE ON ACCREDITATION OF EDUCATIONAL PROGRAMS
FOR THE EMERGENCY MEDICAL SERVICES PROFESSIONS, INC.**

LIST OF DIRECTORS

Directors

James M. Atkins, MD, FACC (ACC)
Renee Barrett, PhD, MPH (Public Member)
David S. Becker, MA, EMT-P (IAFC)
Paul A. Berlin, MS, NREMT-P (IAFC)
Hugh Bonner, PhD, FASANP (Public Member)
Thomas B. Brazelton III, MD, MPH, FAAP (AAP)
Thomas Breyer, MSHS, NRP (IAFF)
Lori Burns, MSN, RN (AAA)
Megan Corry, EdD, NRP (NAEMSE)
Richard Ellis, BSOE, NRP (NAEMT)
Drew Harrell, MD (ACEP)
Thomas Henderson, EMT-P (IAFF)
Murray A. Kalish, MD, MBA (ASA)
Meera Kondapaneni, MBBS, FACC (ACC)
Gibson McCullagh, BA (AAA)
Jeff McDonald, Med, NRP (NAEMSE)
Kim McKenna, PhD (NREMT)
Joseph Mistovich, MEd, NREMT-P (NREMT)
Ritu Sahni MD, MPH, FAEMS, FACEP (NAEMSP)
Shira Schlesinger, MD (ACEP)
Michael Souter, MB ChB. FRCA; FNCS (ASA)
Saranya Srinivasan, MD (AAP)
Lance Stucke, MD, MPH, FACS (ACS)
Bridgette Svancarek, MD (NAEMSP)
Troy Tuke, RN (NAEMT)