

**THE DUPUYTREN FOUNDATION
A CHARITABLE TRUST**

Amended Operating Procedures

**ARTICLE I
PREAMBLE**

The name of the organization shall be THE DUPUYTREN FOUNDATION, which is hereby referred to as the “Foundation”. The Operating Procedures were adopted by the founding Directors, effective the 7th day of December, 2008 and amended the ___ day of November 2016.

**ARTICLE II
PURPOSE**

Section 1. The Dupuytren Foundation exists to promote education, research and innovation in new treatments for Dupuytren contracture and conditions related to it. The Foundation is formed in order to:

- (a) Develop and maintain a web-based database to promote research and development of innovative or alternative treatments for Dupuytren contracture.
- (b) Develop a better understanding of educational institutions or programs that promote innovative or alternative treatments for Dupuytren contracture.
- (c) Develop and make available to the general public information about treatments for Dupuytren contracture.
- (d) Support and promote studies and research about treatments for Dupuytren contracture.
- (e) Develop and maintain references about medical resources for treatments related to Dupuytren contracture

Section 2. This Foundation is organized and operated exclusively for the above stated purposes. No portion of any net earnings of this Foundation shall personally benefit any Trustee or Officer of this Foundation.

Section 3. No portion of the activities of the Foundation shall be to conduct any propaganda campaigns, or otherwise attempt to influence legislations, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political

campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Operating procedures, the Foundation shall not conduct any activities not permitted by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III OFFICE OF THE TRUST

Section 1. Principal Office. The principal office shall be located in the State of Florida and shall be governed by Florida law.

Section 2. Other Offices. The Foundation may have other offices in any one or more of the fifty (50) States, as the Board of Directors may determine or the affairs of the Foundation may require from time to time.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Management. The Foundation shall be managed by a Board of Directors.

Section 2. Appointment, Number, Term, and Qualifications of Directors:

(a) The initial Directors shall be CHARLES EATON, PAUL ZIDEL and VALERIE EATON. In the event that any one or more of the initial Directors fails to qualify or cease to act in such fiduciary capacity, then CHARLES EATON may appoint successor Directors. If no successor trustee is appointed, then the Directors shall be appointed by the remaining trustee or Directors. The successor Directors shall have the authority to act upon filing a consent to act with the trust records. Such authority to appoint successor Directors may be repeatedly exercised. Any successor trustee may be an individual or an entity possessing fiduciary powers and qualified to act in the State of Florida.

(b) All Directors must be citizens of the United States of America.

(c) Any trustee may receive reasonable compensation for services rendered in the administration of this charitable trust, as well as reimbursement for all reasonable expenses incurred, but in no event shall any trustee who has made a contribution to this trust ever receive any compensation thereafter.

(d) The number of Directors shall not be less than two (2). Any trustee may, by written instrument, signed and acknowledged, resign his or her office. The number of Directors shall be at all times no less than two, and whenever for any reason the number is reduced to one, there shall be, and at any other time there may be, appointed one or more additional Directors. Appointments shall be made by CHARLES EATON, during his lifetime, after his death then by

the trustee or Directors in office by written instruments signed and acknowledged. Any succeeding or additional trustee shall, upon his or her acceptance of the office by written instrument signed and acknowledged, have the same powers, rights, and duties, and the same title to the trust estate jointly with the remaining trustee or Directors as if originally appointed.

Section 3. Meetings. The Board of Directors shall meet at least once a year. An annual meeting of the Board of Directors shall be held at a location and on a date to be determined by the Board of Directors.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board of Directors or by written notice.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally, sent by mail via United States Postal Service, or emailed to each Trustee at his or her address as shown by the records of the Foundation. Neither the business to be conducted, nor the purpose of any regular or special meeting shall be required to be specified in the notice or any and all such meetings, unless specifically required by law.

Section 6. Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any and all meetings of the Board of Directors, unless the act of a greater number is required by law or by these Operating Procedures. If less than a quorum is present, there will be no official meeting.

Section 7. Manner of Operation. A vote of a majority of the Directors present at an official meeting or voting via mail, teleconference, or email shall be required to conclude and/or effect all matters of Foundation business, unless the act of a greater number is required by law or by these Operating Procedures. Unless otherwise specified within these Operating Procedures, all business of this Foundation shall be conducted in accordance with the then current requirements of Robert's Rules of Order.

ARTICLE V VOTING

Section 1. Right to Vote. Only members of the Board of Directors in good standing with the Foundation shall have the right to vote on any and all matters of business brought before the Board of Directors or in any election held under the Operating Procedures of the Foundation.

Section 2. Conducting Business of the Foundation. Any and all matters of Foundation business may be considered at any meeting of the Board of Directors at which a quorum is present and such matters of business may be effected by a majority vote of Directors having the right to vote at any such meeting, unless the question is one upon which, by express provision of any statute or of the Operating Procedures, requires a specified manner for casting such ballots or the conduct of such vote.

Section 3. Conducting Foundation Business by Mail, Fax, Email, Teleconference or Videoconference. Any and all business of the Foundation may be conducted by means of teleconference, email, U.S. mail, or any other manner agreed upon by the Directors if such manner of conducting business of the Foundation is not expressly prohibited by any statute or the Operating Procedures of the Foundation and such business may be conducted in such a manner with a resolution by the Board of Directors approving such manner of conducting Foundation business.

ARTICLE VI OFFICERS

Section 1. Officers. The officers shall be elected from the members of the Board of Directors of the Foundation. The officers shall consist of a Chairperson and a Vice Chairperson, and additional positions of Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time deem necessary.

Section 2. Officer Election and Term of Service.

(a) The initial Officers shall be elected as soon as the full complement of two (2) Directors have been elected/appointed and such election/appointments shall occur on or before December 31, 2008. The initial terms of these officers shall be from the time of their election through December, 31, 2010.

(b) The initial Officers and all elected officers thereafter shall serve a term of two (2) years with no limit on the number of terms served.

Section 3. Chairperson of the Board of Directors. The Chairperson shall preside at all meetings of the Board; shall report all contacts with organizations, individuals, and all matters of business to the Board, may require reports from other officers or committees as in his or her judgment are necessary for the operation of the Foundation; shall be authorized to incur expenses as approved by the Board; shall sign papers or documents as instruction by the Board; and shall perform other duties as are normally incumbent to the office.

Section 4. Vice Chairperson of the Board of Directors. The Vice Chairperson shall perform the duties of the Chairperson in case of the absence, resignation, or inability of the Chairperson to act. The Vice Chairperson shall perform such other duties and have such other powers as the Chairperson and the Board of Directors may from time to time prescribe.

Section 5. Secretary. The Secretary shall issue all notices of meeting of the Foundation and of the Board of Directors; shall notify individuals elected as Directors and Officers; shall keep and distribute complete records of meetings of the Board of Directors, including an accurate record of attendance at meetings; shall issue other notices as instructed by the Board of Directors; shall be custodian of all records of the Foundation, except such records and papers as

shall be maintained by the Treasurer; shall sign and/or affix the seal of the Foundation to such papers as are required by his or her office or as instructed by the Board of Directors; and shall perform any other duties incumbent to that office.

Section 6. Treasurer. The Treasurer shall exercise supervision over all monies and investments of the Foundation; shall be adequately bonded to protect the assets of the Foundation; shall keep complete accounts of the Foundation's property and all money transactions in books belonging to the Foundation, which shall at all reasonable times be open to inspection by the Board of Directors; shall make reports to the Board of Directors as they may require; and shall make all records of the Foundation's accounts available for audit as such time as the Board of Directors may determine and by such outside firm as may be selected by the Board of Directors. The Treasurer shall provide copies of any or all invoices, bank statements, check registers, or other financial records as may be requested by any such auditing. The Treasurer shall also present annually to each Trustee a comprehensive financial statement including the report of each account; shall sign such papers as are required by this office or as instructed by the Board of Directors; shall prepare and submit the information required by the Internal Revenue Service; and shall perform other duties incumbent to that office. Any and all monies of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as required by the Internal Revenue Service or as the Board of Directors may select.

Section 7. Gifts. The Board of Directors may accept or reject on the behalf of the Foundation any contribution, gift, or bequest for the general purposes, or for any special purpose, of the Foundation.

Section 8. Other Powers. Each officer shall have such other duties as the Board of Directors may prescribe from time to time.

Section 9. Vacancies of office and Newly Created Offices. Vacancies of office and newly created offices may be filled by a majority vote of the remaining Directors at any meeting of the Board of Directors properly convened. A Trustee elected to fill any office vacancy shall be elected for the unexpired portion of the term of his or her predecessor. Directors serving in newly created office shall serve until the end of the calendar year and be subject to election in accordance with Section 2(b) of this Article.

Section 10. Removal of Officers. Any officer of the Foundation may be removed from office with or without cause by two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, provided that any notice for any such meeting shall include the stated proposal of any such removal and such notice shall have been sent to all Directors at least ten (10) days prior to any such meeting. Removal of a person from service as and officer does not constitute a removal of that person as a Trustee, and if necessary, separate actions may be taken under Section 11 of this Article.

Section 11. Removal of Directors. Any Trustee of the Foundation may be removed from office with or without cause by two-thirds (2/3) majority vote of the Board of Directors at any

regular or special meeting of the Board of Directors, provided that any notice for any such meeting shall include the stated proposal of any such removal and such notice shall have been sent to all Directors at least ten (10) days prior to any such meeting.

ARTICLE VII COMMITTEES

Section 1. Committees: The Board of Directors shall appoint any and all committees and any such special committees as deemed necessary or advisable to assist in the conduct and management of the Foundation or in carrying out the purpose of the Foundation. The Chairpersons of any and all committees shall be Directors of the Foundation; however, other members of the Committees need not be Directors.

Section 2. Advisory Committees: The Board of Directors may appoint such advisory committees as may be deemed necessary or advisable to assist in conduct of the business of the Foundation or to assist with the duties of any officer, provided, however, that the duties and powers of each such committee shall be limited solely to investigatory or advisory activities for the Board of Directors or an officer. No rights or powers of the Board of Directors or any rights or powers of any officer may be delegated to any advisory committee without the express approval of the Board of Directors. The members of such committees need not be Directors.

Section 3. Committee Meetings: All committees may adopt their own rules as to time and place, notice and quorum for their meetings.

Section 4. Contracts: The Board of Directors may authorize any officer, officers, agent or agents of the Foundation, in addition to officers authorized by these Operating Procedures, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Foundation, and such authority may be general or confined to specific instances.

ARTICLE VIII SECURITY, IP and EMPLOYEE PROTECTION

Section 1. Document Retention: Document retention policies are detailed in a separate document titled “*2016 Retention Policy.pdf*”.

Section 2. Whistleblower Policies: Whistleblower policies are detailed in a separate document titled “*2016 Whistleblower Policy.pdf*”.

Section 3. Conflict of Interest Policies: Conflict of interest policies for Directors and Officers are detailed in the separate document titled “*2016 Conflict of Interest.pdf*”.

Section 4. Employment Policies: Employee policies, including Discrimination, Sexual and Other Workplace Harassment, Equal Employment Opportunity, FMLA, Disabled Employees and

Accommodations, Retaliation, Reporting, Investigating and Resolving Employee Complaints, Employment at Will, Written Performance Appraisals/Reviews, Code of Ethics are detailed in the separate document titled “*2016 Employee Handbook.pdf*”.

Section 5. Safeguarding Against Unauthorized/Improper Disbursement of Funds

- (a) All cash and the means of transferring it – checks, bank account numbers, passwords, petty cash, credit card numbers, and cards themselves are kept in a locked container.
- (b) Computers – containing financial software have restricted access.
- (c) Bank deposits are made as soon as possible. Bank statements are reconciled monthly by the Executive Director and Board Treasurer.
- (d) All board members receive and review financial statements.
- (e) Two signatures are required on any check written for more than \$1000.00.
- (f) Appropriate and timely financial reports are presented to the board members for review.
- (g) An annual external audit of the organization’s finances is prepared by an independent auditor/CPA.
- (h) Inventory records are kept of real and personal property and their whereabouts.
- (i) The office has both a burglar alarm and fire alarm. Employees have personal codes for the alarm system.
- (j) All board members have access to and have reviewed the Sarbanes-Oxley Act <https://www.sec.gov/about/laws/soa2002.pdf> and Implications for Nonprofits documentation <http://www.soxlaw.com/index.htm>.
- (k) The Executive Director and officers are responsible for ensuring that the organization is accountable to contributors, members, and government regulators.
- (l) Staff and board members will make financial reports available to all board members and members of the public who request it.

ARTICLE IX AMENDMENTS

These Operating Procedures may be amended or repealed, in accordance with the codes of the Internal Revenue Service or in the corresponding section of any future federal tax code, by a two-thirds (2/3) vote of the Board of Directors, providing that all Directors shall have been notified with a copy of any and all such proposed amendment at least ten (10) days prior to any such meeting at which such amendments are to be considered and voted on.

ARTICLE IX INDEMNIFICATION

Section 1. The Directors and all officers of this Foundation shall be indemnified, at the completion of any proceeding, to the fullest extent allowed by law and by the Foundation against any and all actual costs and expenses necessarily incurred by them in connection with the defense of any civil action, or suit or any other civil proceeding in which they may be involved or to which they may be made a party to by virtue of their service as a Trustee or officer, except

in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonable paid in settlement for the purpose of curtailing the costs of litigation, but only if the Foundation is advised in writing by its counsel that in its opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which the person may be entitled as a matter of law or by agreement.

Section 2. To the extent that any Trustee or officer of the Foundation is criminally charged as a result of any actions alleged to have occurred during the performance of or arising from their official duties, the Board may, and only upon the completion of such criminal proceedings and/or any civil action or suit that may reasonably result from such criminal proceedings or allegations, elect to indemnify for the fees and costs associated with the defense of such criminal and/or civil action if the person is adjudicated not guilty or charges are dropped. Notwithstanding the provisions of Article IV, Sections 6 and 7, and Article VI, Section 8, 9, and 10, should any allegations of criminal activity be brought against any Trustee or officer that results from their actions while serving the Foundation, that person shall immediately be suspended from all positions held with the Foundation during the pendency of any prosecution and an interim Trustee elected by the other Directors. This interim Trustee shall serve until the conclusion of the criminal proceedings or the regular expiration time of the position, whichever comes first. Should a Trustee or officer be convicted of any crime relating to or resulting from their activities on behalf of the Foundation, they shall immediately be removed from all positions held and a successor Trustee elected in accordance with Article VI, Section 9.

ARTICLE X MISCELLANEOUS

Section 1. Delegation of powers and duties of officers: In the case of the absence of any officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and or duties of any officer to any other officer, or to any Trustee, for any period of time necessary in order for the business of the Foundation to be completed, or the Board of Directors may at any time appoint special assistants to any officer for the purpose of aiding such officer in the conduct of his or her duties, providing a majority of the Board of Directors concurs.

Section 2. Rules of order to govern at meetings: The rules contained in Robert's Rules of Order shall govern the meetings of the Trust in all cases where they are not inconsistent with this Operating Procedure.

Section 3. Minutes: Records of the proceedings of each official meeting of the Board of Directors shall be produced and retained by the Secretary. Copies of such proceedings shall be distributed to each member of the Board of Directors within thirty (30) days after each meeting.

ARTICLE XI
TERMINATION OF THE FOUNDATION

In the event of the dissolution of this Foundation, any and all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Foundation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ADOPTION

These Amended Operating Procedures are so adopted by the Current Directors of the Dupuytren Foundation as of the date set forth herein: