

**UNANIMOUS CONSENT OF BYLAWS
FOR
THE PROSTHETIC FOUNDATION**

**UNANIMOUS CONSENT OF DIRECTORS
FOR
THE PROSTHETIC FOUNDATION
AND
AGREEMENT TO INDEMNIFY NEW DIRECTORS**


In order to take action without a meeting of the Board of Directors pursuant to the Texas Business Organizations Code ("BOC"), we, all of the directors of THE PROSTHETIC FOUNDATION, a Texas nonprofit corporation ("Corporation"), hereby adopt the following resolution:

RESOLVED, that the proposed Bylaws attached as Exhibit A be adopted as the Bylaws of the Corporation, thereby replacing all previous Bylaws for the Corporation. The Secretary is instructed to insert the Bylaws in the Minute Book of the Corporation.




DANIEL D. TAMEZ, M.D.
Director

Date Signed: 6-3-14



DEMETRIOS MACRIS, M.D.
Director and Chair

Date Signed: 6/3/14



ALFRED L. LABORDE, M.D.
Director

Date Signed: 6-3-14

BYLAWS OF THE PROSTHETIC FOUNDATION

ARTICLE I: MISSION

Section 1.01. Mission.

The mission of The Prosthetic Foundation ("Foundation") is described fully in the Certificate of Formation filed with the Texas Secretary of State on March 5, 2010, and all lawful amendments thereto. The regulation and management of the Foundation shall be consistent with this mission.

ARTICLE II: OFFICES

Section 2.01. Principal Office.

The principal office of the Foundation in the State of Texas shall be located in the City of San Antonio, County of Bexar. The Foundation may have other offices either in or outside of Texas, as the Board may determine or as the affairs of the Foundation may require.

Section 2.02. Registered Office and Registered Agent.

The Foundation shall have and continuously maintain in the State of Texas a registered office and a registered agent at that office. The Foundation shall maintain on file the written consent of the registered agent to serve as such. The registered office may be, but need not be, identical with the principal office of the Foundation. The address of the registered office may be changed from time to time by the Board, provided the change is made in accordance with the Texas Business Organizations Code.

ARTICLE III: MEMBERS

Section 3.01. No Members.

The Foundation shall have no members.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01. General Powers and Duties.

The activities, property and affairs of the Foundation shall be managed by its Board, which may exercise all the powers of a Texas non-profit corporation as permitted by statute, its Certificate of Formation or these Bylaws.

Section 4.02. Number; Election; Tenure.

The Board shall consist of at least three (3) and no more than nine (9) directors; however, at no time shall the number of directors be less than three and no decrease in number shall have the effect of shortening the term of any incumbent director. Each director shall serve a two-year term, and no director may serve more than three consecutive two-year terms. Each director shall be elected by the majority vote of the then members of the Board at the annual meeting of the Board. Regardless of any increase or decrease in the number of directors or the particular means or circumstances of their election, a majority of the directors shall be unaffiliated with any major supplier of goods or services to the Foundation. Directors need not be residents of Texas.

Section 4.03. Vacancies.

Any vacancy occurring on the Board (including a vacancy resulting from an increase in the number of directors) shall be filled by a majority vote of the remaining directors, even if the number of the remaining directors is less than a quorum.

Section 4.04. Resignation and Removal.

Any director may be removed with cause by the majority vote of the remaining directors in office if notice of the intention to act upon that matter has been given to every director. Any director may resign at any time by delivering a written resignation to the President or Secretary. If the written resignation does not otherwise specify, the resignation shall take effect upon its receipt. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.05. Regular Meetings.

Regular meetings of the Board, of which no notice shall be necessary, shall be held at the times and places fixed by resolution of the Board and communicated to all directors. At least one regular meeting of the Board shall be held every year. This annual meeting shall be held in the first calendar quarter of every year and the precise time and date shall be set by resolution of the Board.

Section 4.06. Special Meetings.

Special meetings of the Board may be called by the Chair of the Board or the President upon notice to each director. When requested in writing by three or more directors, special meetings shall be called by the Chair of the Board, the President, or the Secretary upon notice to each director.

Section 4.07. Meetings by Remote Communication Technology.

If all directors consent, directors may, unless otherwise restricted by statute, its Certificate of Formation, or these Bylaws, participate in and hold a meeting of the Board by using any suitable electronic communications system whereby all participating in the meeting can communicate with all others participating in the meeting concurrently. Participation in this kind of meeting shall constitute presence at the meeting.

Section 4.08. Action Without a Meeting.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the directors and filed with the records of the Foundation. This consent shall have the same force and effect as a unanimous vote.

Section 4.09. Notice; Waiver of Notice; "Duly Called."

Whenever any notice of a meeting of the Board is required under the Certificate of Formation or these Bylaws, the notice shall be given personally, by telephone, or in writing, addressed to the director at his contact information as it appears on the records of the Foundation. Unless otherwise provided in these Bylaws, notice shall be given not less than ten nor more than fifty days before the scheduled meeting. Notice delivered personally or by telephone shall be deemed to have been given at the time the director is personally contacted. Notice delivered in writing shall be deemed to have been delivered at the time it is successfully faxed, emailed, or deposited in the mail. The notice shall contain the date, time, and place of the meeting. Any director may waive his right to notice by filing a written waiver before or after the meeting with the records of the meeting. Presence at any meeting without objection shall also constitute waiver of any required notice. A meeting shall be deemed to have been "duly called" when these notice requirements have been met or waived for each director.

Section 4.10. Quorum and Manner of Acting.

At all Board meetings, the presence of a majority of the number of directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, except that a quorum shall never consist of less than three directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless otherwise required by statute, its Certificate of Formation, or these Bylaws. If a quorum is not present at any meeting of the directors, the directors present may adjourn the

meeting, without notice other than announcement at the meeting, until a quorum is present. When the postponed meeting is eventually convened with a quorum, any business may be transacted that might have been transacted at the meeting as originally convened.

Section 4.11. Compensation and Reimbursement.

Directors and members of any committee of the Board shall not be entitled to compensation for their services as directors and committee members. However, they shall be entitled, to the extent authorized by the Board, to reimbursement for reasonable expenses incurred in the exercise of their duties as directors or committee members.

ARTICLE V: COMMITTEES

Section 5.01. Board Committees.

The Board may, by resolution adopted by a majority of the directors in office, establish one or more other committees for purposes and powers that the Board may provide, except that no committee shall have or exercise the authority of the Board in the management of the Foundation. Each committee shall consist of two or more persons, all of whom are directors. The designation of a committee and the delegation of authority to it shall not relieve the Board, or any director, of any responsibility imposed by law.

Section 5.02. Other Committees.

The Board or President may establish other committees as needed. Membership on the committees may, but need not be, limited to directors. Committees so established shall not have or exercise the authority of the Board in the management of the Foundation. Any non-director who becomes a member of a committee shall have the same responsibilities to that committee as any director who is a member of the committee.

Section 5.03. Tenure.

Each committee member shall hold office until the next regular annual meeting of the Board following his appointment. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the directors in office. Any member of any other committee may be removed by the Board. Any member of a committee may resign from the committee at any time by giving written notice to the President or Secretary of the Foundation. If the written resignation does not otherwise specify, the resignation shall take effect upon its receipt.

Section 5.04. Vacancies.

Any vacancy occurring on the Executive Committee may be filled by a resolution adopted by a majority of the directors in office. Any vacancy occurring on any other committee or committees may be filled by the Board.

Section 5.05. Meetings by Remote Communications Technology.

If all committee members consent, committees may hold a meeting by using any suitable electronic communications system whereby all participating in the meeting can communicate with all others participating in the meeting concurrently. Participation in this kind of meeting shall constitute presence at the meeting.

Section 5.06. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the members of the committee and filed with the minutes of proceedings of the committee. This consent shall have the same force and effect as a unanimous vote.

Section 5.07. Meetings and Notices.

Regular meetings of committees may be held without notice at the times and places the committees may determine by resolution. Special meetings of committees may be called by any member with at least one day's notice. The procedures for giving notice and waiver of notice shall otherwise be the same as the notice provisions in Section 4.09.

Section 5.08. Quorum and Manner of Acting.

A majority of the members of a committee shall constitute a quorum for the transaction of business. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall constitute action of the committee.

Section 5.09. Procedure.

All committees established by the Board shall keep regular minutes of their proceedings and the chair of each committee shall report any actions taken at the next Board meeting held after the committee meeting. The minutes of committee meetings shall be distributed to all members of the Board.

ARTICLE VI: OFFICERS, EMPLOYEES AND AGENTS

Section 6.01. Elected Officers.

The *elected* officers of the Foundation shall include a President, Vice President Secretary, Treasurer, and Chair of the Board. All of the *elected* officers shall be directors, except the Secretary, who need not be a director.

Section 6.02. Two or More Offices.

Any two or more offices may be held by the same person, except that the President and the Secretary shall not be the same person.

Section 6.03. Election.

Each officer shall be elected at the annual meeting of the Board. Each officer shall serve a two-year term. Each officer shall be elected at the annual meeting of the Board. Election of an officer shall not itself create any contractual rights.

Section 6.04. Appointive Officers.

The Board or the President may at any time *appoint* such additional officers as they shall deem reasonably necessary and proper: who need not be directors; who may, if appointed, include without limitation a Chief Executive Officer, a Chief Operating Officer, one or more Assistant Secretaries, Assistant Treasurers, and other officers and assistant officers and agents; and who shall exercise the powers and perform the duties for such period as the Board or the President, as applicable, shall determine.

Section 6.05. Agents.

The President shall have general authority to appoint agents of the Foundation as the proper conduct of operations may require, to fix their compensation, and to terminate their services. However, the Board must oversee the delegation of any investment authority, approve the appointment and removal of any investment agent, and require quarterly reports of its investment agents.

Section 6.06. Compensation.

Any officer or agent may receive reasonable compensation for services rendered as an officer or agent, when authorized by the Board.

Section 6.07. Removal; Filling of Vacancies.

Any officer or investment agent may be removed at any time by the majority vote of directors in office whenever in their judgment to do so is in the best interests of the Foundation.

A removal shall not prejudice the contractual rights, of any, of the person removed. Any officer

may resign at any time by delivering a written resignation to the Board, the President, or the Secretary. If a vacancy occurs prior to election, the Board shall appoint a successor to fill the unexpired term of the officer.

Section 6.08. Chair of the Board.

The Chair of the Board shall preside at all meetings of the Board and shall be the official spokesperson for the Board. The Chair of the Board shall advise and counsel the President and other officers of the Foundation and shall exercise other powers and perform other duties as the Board may require. In the event of the absence or disability of the Chair of the Board, the duties of the office shall be performed by the President, unless otherwise determined by the Board.

Section 6.09. President.

The President shall be the chief executive officer of the Foundation, shall have general supervision, direction and management of the business of the Foundation. The President shall have general power to execute bonds, mortgages, and other instruments requiring a seal, under the seal of the Foundation, except when the execution is expressly delegated by the Board to some other officer or agent. The President shall have general authority to hire employees of the Foundation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee; and in general to exercise all the powers usually exercised by the president of a corporation. In the event of the absence or disability of the President, the duties of the office shall be performed by the Vice President, unless otherwise determined by the President or the Board.

Section 6.10. Vice President.

The Vice President shall assist the President, and have the powers and perform the duties that are delegated to the office by the Chair of the Board, the President, or the Board.

Section 6.11. Secretary.

The Secretary shall see that notice is given when required and shall keep and attest true records of all proceedings at all meetings of the Board and committees. The Secretary shall keep and account for all books, documents, papers and records of the Foundation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually exercised by the secretary of a corporation. In the event of the absence or disability of the Secretary, the duties of such office shall be performed and the powers thereof

may be exercised by the Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Secretary, the President, or the Board.

Section 6.12. Treasurer.

The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation; and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Foundation as ordered by the Board and take proper vouchers for disbursements; shall render to the President, and to the Board when the Board so requires, an account of all financial transactions and of the financial condition of the Foundation. If required by the Board, the Treasurer shall give the Foundation a bond of a sum and surety that is satisfactory to the Board for the faithful performance of the duties of the Treasurer's office and for the restoration to the Foundation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind, in the Treasurer's possession or under the Treasurer's control and belonging to the Foundation.

ARTICLE VII: INDEMNITY AND LIABILITY INSURANCE

Section 7.01. Liability Insurance.

The Board may, by resolution adopted by a majority of the directors in office, approve the purchase and maintenance of liability insurance on behalf of any person permitted to be insured by the Foundation under these Bylaws, its Certificate of Formation, or by statute.

Section 7.02. Indemnification.

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a director or officer of the Foundation shall be indemnified by the Foundation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 7.03. Limitations on Indemnification.

Notwithstanding the above, the Foundation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Foundation's best interests. In the

case of a criminal proceeding, the person may be indemnified only if he did not have a reasonable cause to believe his conduct was unlawful.

ARTICLE VIII: RECORDKEEPING

Section 8.01. Minutes.

The Foundation shall keep correct and complete minutes of the proceedings of its Board and committees.

Section 8.02. Financial Records, Annual Reports, and Periodic Reports.

The Foundation shall maintain current and accurate financial records with complete entries as to all financial transactions of the Foundation, including all income and expenditures, in accordance with generally accepted accounting principles. Based on these records, the Board annually shall prepare or approve a report of the financial activity of the Foundation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include: (1) a statement of support, revenue, and expenses; (2) a statement of changes in fund balances; (3) a statement of functional expenses; and (4) a balance sheet for all funds. When requested by the Texas Secretary of State, the Foundation shall file a periodic report with the Secretary of State providing the requested information. All records, books, and annual reports of the financial activity of the Foundation shall be kept at the registered office or principal office of the Foundation in the State of Texas for at least three years after the closing of each fiscal year. A director may examine the Foundation's books and records for a purpose reasonably related to the director's service as a director.

Section 8.03. Fiscal Year.

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

Section 8.04. Execution of Instruments.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by the officers or agents as shall be determined by the Board. In the absence of a determination, instruments shall be jointly signed by the President and Treasurer of the Foundation.

Section 8.05. Public Inspection.

The Foundation shall make the following available for public inspection and copying at the Foundation's registered or principal office during regular business hours: (1) records, books and annual reports of the Foundation's financial activity; (2) the Foundation's annual federal tax information returns (if any); and (3) the Foundation's application for federal tax exemption. All attachments and amendments to these records must be provided to the extent required by law. The Foundation may charge a reasonable fee for preparing a copy of the items requested.

ARTICLE IX: CONFLICTS OF INTEREST

Section 9.01. Loans to Officers and Directors Prohibited.

No loans shall be made by the Foundation to its officers or directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Foundation for the amount of such loan until its repayment.

Section 9.02. Conflicts of Interest.

The Foundation may enter into a transaction or contract with a director, committee member, or officer of the Foundation, or with any entity in which a director, committee member, or officer has a managerial or financial interest, if the following conditions are met: (1) the material facts regarding the relationship are disclosed to the Board and any relevant committee; (2) the contract or transaction is fair to the Foundation and in the best interest of the Foundation; and (3) the contract or transaction is approved by a majority of disinterested directors. For each instance of a conflict of interest, records of all relevant facts and the votes of each director on the matter shall be recorded in the Board minutes.

ARTICLE X: PRONOUNS AND AMENDMENTS

Section 10.1 Pronouns.

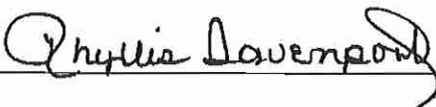
Pronouns throughout these Bylaws have been chosen to provide ease in reading and are not meant to exclude reference to the opposite sex.

Section 10.2 Amendment of Bylaws.

These Bylaws may be amended or repealed, or new bylaws may be adopted, at any duly called meeting of the directors, provided that at least two days written notice is given of an intention to amend, repeal, or adopt Bylaws at such meeting.

* * * * *

These bylaws replace the Foundation's previous Bylaws in full and were adopted by the Board on June 3rd, _____ 2014.



Secretary
THE PROSTHETIC FOUNDATION

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**BYLAW AMENDMENT RESOLUTIONS
FOR
THE PROSTHETIC FOUNDATION**

WHEREAS, The Prosthetic Foundation ("Foundation") was organized as a Texas nonprofit corporation on March 5, 2010, in order to help individuals with amputations; and

WHEREAS, in 2014, the Foundation reorganized and adopted new Bylaws; and

WHEREAS the Board of the Foundation desires to expand the number of its Board of Directors and improve the transitioning of new directors by staggering director terms;

NOW, THEREFORE, as Secretary of the Foundation, I certify that at a duly called meeting of the directors, at which a quorum was present and voting throughout, and for which two days written notice of the proposed Bylaw change was given to each director, the following Bylaw change was enacted:

Section 4.02 of the Foundation's Bylaws shall be amended to read:

The Board shall consist of at least three (3) and no more than twenty (20) directors; however, at no time shall the number of directors be less than three and no decrease in number shall have the effect of shortening the term of any incumbent director. Each director shall be elected by the majority vote of the then members of the Board at the annual meeting of the Board. Each director shall serve a three-year term, and the terms of the directors shall be staggered in such a way that approximately one-third of the directors have terms that expire in any given year. A director may be re-elected to a new term upon the expiration of his term. Regardless of any increase or decrease in the number of directors or the means or circumstances of their election, a majority of the directors shall be unaffiliated with any major supplier of goods or services to the Foundation. Directors need not be residents of Texas.

RESOLVED FURTHER that, in order to implement the staggering of directors, the term expiration for all existing directors shall be as follows:

Name	3 Year Term Ends
Demetrios, Macris, M.D.	December 31, 2020
Daniel Tamez, M.D.	December 31, 2019
William English, M.D.	December 31, 2018
Brandi Vitier	December 31, 2020
Frank Kuwamura, M.D.	December 31, 2019
Mark Wengrovitz, M.D.	December 31, 2018
Elizabeth Lutz	December 31, 2019

RESOLVED FURTHER that, as new directors are elected, the initial terms of the directors shall be assigned so that the terms of roughly 1/3 of the directors expires on December 31 each year.

CERTIFIED as of this 9th day of July, 2018

Phyllis Davenport

Phyllis Davenport
Secretary
The Prosthetic Foundation