

BYLAWS
OF
DIGITAL PATHOLOGY ASSOCIATION, INC.

TABLE OF CONTENTS

ARTICLE 1 <u>OFFICES</u>	1
1.1 Principal Office	1
1.2 Other Offices	1
ARTICLE 2 <u>PURPOSE</u>	1
2.1 Purpose	1
ARTICLE 3 <u>MEMBERS AND ASSOCIATES</u>	1
3.1 Membership	1
3.2 Members' Dues, Fees and Assessments	1
3.3 Members in Good Standing	1
3.4 Termination of Membership	2
3.5 Transfer of Memberships	2
ARTICLE 4 <u>BOARD OF DIRECTORS</u>	2
4.1 Powers	2
4.2 Representation	2
4.3 Policy Manual	3
4.4 Number of Directors	3
4.5 Election; Term of Office	3
4.6 Nomination Process	3
4.7 Vacancies	3
4.8 Place of Meeting	3
4.9 Annual Meetings	4
4.10 Special Meetings	4
4.11 Notice of Meetings	4
4.12 Consent to Meetings	4
4.13 Action Without Meeting	4
4.14 Electronic Participation	4
4.15 Quorum	5
4.16 Adjournment	5
4.17 Fees and Compensation	5
4.18 Nonliability of Directors and Certain Officers	5
4.19 Interested Persons	5
4.20 Standard of Conduct	5
4.21 Self-Dealing Transactions	6
4.22 Chairperson of Meetings	6

TABLE OF CONTENTS

(continued)

	<u>Page</u>
ARTICLE 5 OFFICERS	7
5.1 Officers	7
5.2 Election	7
5.3 Removal and Resignation	7
5.4 Vacancies	7
5.5 President.....	7
5.6 President-Elect	7
5.7 Secretary	7
5.8 Treasurer	8
ARTICLE 6 COMMITTEES	8
6.1 Appointment of Committees.....	8
6.2 Powers and Authority of Committees.....	8
6.3 Executive Committee.....	9
6.4 Additional Standing Committees.....	9
6.5 Other Committees	9
6.6 Term of Office	9
6.7 Committee Chairpersons.....	10
6.8 Vacancies	10
6.9 Rules	10
ARTICLE 7 <u>INDEMNIFICATION OF DIRECTORS AND OTHER ELIGIBLE PERSONS</u>	10
7.1 General	10
7.2 Definitions.....	11
7.3 Procedure	12
7.4 Nonexclusive Rights	12
7.5 Expenses	13
7.6 Contract.....	13
7.7 Effective Date	13
ARTICLE 8 <u>MISCELLANEOUS</u>	13
8.1 Fiscal Year	13
8.2 Inspection of Records	13
8.3 Checks and Drafts.....	13
8.4 Execution of Contracts.....	13
8.5 Annual Statements	14
8.6 Corporate Loans, Guarantees and Advances	14
8.7 Public Inspection and Disclosure.....	14
8.8 Political Activities.....	14

TABLE OF CONTENTS
(continued)

	<u>Page</u>
ARTICLE 9 <u>AMENDMENT OF BYLAWS</u>	14
9.1 Amendment of Bylaws	14
ARTICLE 10 <u>EFFECTIVE DATE</u>	14
10.1 Effective Date	14
10.2 Certificate of Secretary	15

BYLAWS
OF
DIGITAL PATHOLOGY ASSOCIATION, INC.

ARTICLE 1
OFFICES

1.1 Principal Office. The principal administrative office for the transaction of the business of Digital Pathology Association, Inc. (the “Corporation”) shall be located in the City of Indianapolis, Hamilton County, State of Indiana. The Board of Directors (“Board”) is hereby granted full power and authority to establish the location of the principal office and to change such location from time to time.

1.2 Other Offices. Branch or subordinate offices may at any time be established by the Board at any place or places where the Corporation is qualified to do business.

ARTICLE 2
PURPOSE

2.1 Purpose. The Corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Indiana Nonprofit Corporation Act of 1991 (the “Act”). In the context of these general purposes, the mission of the Corporation shall be to facilitate education and awareness of digital pathology applications in healthcare.

ARTICLE 3
MEMBERS AND ASSOCIATES

3.1 Membership. The Corporation may admit individuals and organizations to membership, as provided in accordance with the terms and provisions of these Bylaws and policies adopted by the Board of Directors.

3.2 Members’ Dues, Fees and Assessments. Each Member shall pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts as may be fixed from time to time by the Board.

3.3 Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws shall be members in good standing.

3.4 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- a. Resignation of the Member;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- c. The Member's failure to pay dues, fees, or assessments as set by the Board within 60 days after they are due and payable;
- d. Any event that renders the Member ineligible for membership or failure to satisfy membership qualifications; or
- e. Termination based on the good faith determination by the Board, or a committee or person authorized by the Board to make such determination, that the Member has failed in a material degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

3.5 Transfer of Memberships. No membership or right arising from membership shall be transferred. All membership rights cease on the Member's death or dissolution.

ARTICLE 4

BOARD OF DIRECTORS

4.1 Powers. Subject to the limitations of the Articles of Incorporation ("Articles"), these Bylaws, and the Indiana Nonprofit Corporation Law, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board. Without limiting the foregoing, the Board shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

4.2 Representation. The Board of Directors shall consist of a representative from each of the Benefactor members, a non-voting member elected by the Councilor Members, one or more Pathologists, a trainee Pathologist, one or more technicians/technologists, the President of the Foundation and any other persons representing affinity organizations as determined by the Board of Directors. The composition of the Board of Directors shall be as follows: there shall be an equal number of healthcare professionals, plus one, as there are industry professionals. The majority of the Board then, shall always be healthcare professionals. The President of the Digital Pathology Association Foundation shall serve on the Board of Directors in an ex officio capacity; however, the seat shall not alter the calculation of entitled directors. Notwithstanding the foregoing, no new non-industry healthcare professional directors shall be added to the Board between July 1 and December 31 of any given year. The Nominating Committee shall be responsible for identifying the needs and any gaps in board composition for the subsequent year, with new healthcare professional directors being considered for appointment effective January 1.

4.3 Policy Manual. All Directors of the Corporation shall be required to review and sign the policy manual of the Board of Directors at the first meeting of the Board each year. The policies of the Board shall consist of an Anti-Trust Policy Statement, Conflict of Interest Statement, Travel Policy and other policies as determined to be necessary from time to time by the Board of Directors.

4.4 Number of Directors. The number of Directors of the Corporation shall be not less than seven (7) until changed by a duly adopted amendment to this Bylaw section. The exact number of Directors shall be fixed from time to time, within the limits specified in this section, by a resolution of the Board.

4.5 Election; Term of Office. All members of the Board, aside from Directors appointed by Benefactor Members ("Benefactor Directors"), shall be elected by the Board at an annual meeting of the Board, which meeting shall be held at a time and place to be determined by the Board. Each Director shall be elected for a term of office to expire three years from the date of election. Persons may serve as Directors for an unlimited number of consecutive terms. If a Benefactor Director is unable to attend a meeting of the Board, the Benefactor Member may appoint a substitute Director by providing notice to the Corporation.

4.6 Nomination Procedures. Any Member in good standing may submit one or more persons in nomination for positions as Directors on the Board. All such nominations shall be submitted to the Nominating Committee. Any such submission shall be accompanied by a description of the background and qualifications of the nominee(s) sufficient to enable the Nominating Committee to evaluate the suitability of the nominee(s) for consideration for a Board position. The slate of nominees proposed by the Nominating Committee shall be presented to the Board at least one month prior to the annual meeting of the Board.

4.7 Vacancies. Vacancies in the Board, aside from Benefactor Directors, may be filled by approval of a majority vote of the remaining members of the Board of Directors (even if less than a quorum) and each Director so elected shall hold office until their term expires. Vacancies in Benefactor Director positions shall be filled by the Benefactor Member entitled to appoint that Director. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased without election of the additional Directors so provided for, or in case of the failure at any time to elect the full number of authorized Directors. If any Director tenders his or her resignation to the Board, the Board or Benefactor Member, as the case may be, shall have the power to elect a successor to take office at such time as the resignation becomes effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

4.8 Place of Meeting. All in-person meetings of the Board may be held at any place which has been designated from time to time by resolution of the Board or by the written consent of all of the Directors.

4.9 Annual Meetings. Not less frequently than annually, the Directors shall hold a meeting for the purpose of electing Directors to fill expiring terms, the appointment of officers and the transaction of such other business as may come before the meeting.

4.10 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or by two-thirds (2/3) of the number of Directors then in office.

4.11 Notice of Meetings. Notice of the time and place of each meeting of the Board not fixed by an express provision of the Bylaws or by a standing resolution of the Board shall be given to each Director not less than 48 hours before the date of the meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, and not less than four days before the date of the meeting if given by first-class mail.

4.12 Consent to Meetings. The transactions of the Board at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice pursuant to these Bylaws if a quorum is present and if either before or after the meeting each Director not present in person or electronically signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.13 Action Without Meeting. Any action required or permitted to be taken by the Board under any provision of the Act may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the Act which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Bylaws authorize the Directors to so act.

4.14 Electronic Participation. Directors may participate in a meeting through any means of communication, including conference telephone, electronic video screen communication, or other communications equipment, provided all Directors participating may simultaneously hear each other during the meeting. Participating in a meeting pursuant to this section constitutes presence in person at that meeting if each participating Director is provided the means to communicate with all of the other Directors concurrently and (i) the meeting is held by conference telephone or video conferencing or other communications mode enabling participants to determine, through voice or image recognition, that a participant is or is not a Director entitled to participate in the meeting, or (ii) another communications device (such as a computer modem) is used in conjunction with another method (determined in the discretion of the chairperson of the meeting) enabling participants to determine that a participant is or is not a Director entitled to participate in the meeting. Such verification method may include use of passwords or similar codes for gaining access to the meeting or encryption and authentication technology approved in the discretion of the chairperson of the meeting.

4.15 Quorum. One-half (1/2) of the number of Directors then in office shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. If one member exits after the meeting begins, the quorum is not affected and is still in effect. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

4.16 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.17 Fees and Compensation. Directors shall not be compensated for serving on the Board. Directors may be entitled to reimbursement of expenses incurred on behalf of the Corporation pursuant to policies established by the Board of Directors. Members of committees may receive reimbursement for expenses as may be fixed or determined pursuant to policies established by the Board. Nothing herein shall be considered to preclude any Director from serving the Corporation in any other capacity, including as an officer, agent, employee or otherwise, and receiving compensation therefor.

4.18 Nonliability of Directors and Certain Officers. There shall be no monetary liability to a third party on the part of a volunteer Director or volunteer President, President-Elect, Secretary or Treasurer of this Corporation caused by the Director's or officer's alleged failure to discharge that person's duties as a Director or officer, if all the following conditions are met:

- i. The duties are performed in good faith;
- ii. The duties are performed in a manner such director or officer believes to be in the best interests of the Corporation; and
- iii. The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

4.19 Interested Persons. No more than 49% of the Directors serving on the Board may be "interested persons." For the purposes of this section, "interested persons" means either (i) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.20 Standard of Conduct. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be

entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- b. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

4.21 Self-Dealing Transactions. The Corporation shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless the conditions of either subsection (a) or (b) of this Section 4.19 are satisfied.

a. **Approval by Board.** Prior to entering into any transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of the Interested Director):

i. resolves and finds that (1) the transaction is in the Corporation's best interests and for the Corporation's own benefit, (2) the transaction is fair and reasonable as to the Corporation, and (3) after reasonable investigation under the circumstances as to alternatives, the Corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances; and

ii. approves the entire transaction.

b. **Interim Approval by Authorized Committee or Person.** If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this section; and the Board, after determining in good faith that the Corporation entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the Corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office, without counting the vote of the Interested Director.

In light of the foregoing limitations, the Board shall have the authority to require Board members to complete an annual questionnaire dealing with this subject matter.

4.22 Chairperson of Meetings. The President shall serve as the chairperson of any meeting of the Board or the Members. If the President shall be absent, fail or be unable to preside, the President-Elect, the Secretary, or the Treasurer, shall preside as chairperson, in that order.

The chairperson of the meeting shall designate a Secretary for such meeting, who shall take and keep or cause to be taken and kept minutes of the proceedings thereof. The conduct of all meetings shall at all times be within the discretion of the chairperson of the meeting and shall be conducted under such rules as he or she may prescribe. The chairperson shall have the right and power to adjourn any meeting at any time, without a vote, if the chairperson determines such action to be in the best interests of the Corporation.

ARTICLE 5 **OFFICERS**

5.1 Officers. The officers of the Corporation shall be a President, a President-Elect, , a Secretary and a Treasurer, and such other officers as the Board may appoint. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

5.2 Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 5.4, shall be chosen annually by the Board, and each shall hold his or her office until he or she resigns or is removed or otherwise disqualified to serve, or his or her successor is elected and qualified.

5.3 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

5.5 President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board. He or she shall be ex officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

5.6 President-Elect. In the absence or disability of the President, the President-Elect, shall perform all of the duties of the President and when so acting shall have all of the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed for each of them by the Board or the Bylaws. The President-Elect shall assume the office of President on January 1st of each year.

5.7 Secretary. The Secretary shall keep, or cause to be kept, at the principal executive office a book of minutes of all meetings and consents to action without a meeting of directors and committees, with the time and place of holding, whether regular or special, and, if special, how

authorized, the notice thereof given, the names of those present at directors' and committee meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given. The Secretary shall keep the seal of the Corporation in safe custody, shall deliver the annual statement required by Section 8.6 to the Directors, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

5.8 Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including changes in financial position, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The Treasurer shall deposit all monies and other valuables in the names and to the credit of the Corporation with such depositories as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board or by any officer having authority therefor, shall render to the President and directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE 6

COMMITTEES

6.1 Appointment of Committees. The Board may appoint an Executive Committee and such other standing or special ad hoc committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the Corporation. The appointment by the Board of an Executive Committee and any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office. The Executive Committee and any other committee having authority of the Board shall consist of two (2) or more Directors.

6.2 Powers and Authority of Committees. The Board may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the following:

- a. The approval of any action for which the Act also requires the approval of members of a Corporation.
- b. The filling of vacancies on the Board or in any committee which has the authority of the Board.
- c. The fixing of compensation of the Directors for serving on the Board or on any committee.
- d. The amendment or repeal of these Bylaws or the adoption of new bylaws.
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

f. The appointment of committees of the Board having the authority of the Board, or the members thereof.

g. The approval of any self-dealing transaction, except as permitted in Section 4.17.

6.3 Executive Committee. The Executive Committee shall consist of the following:

- a. the President;
- b. the President Elect;
- c. the Treasurer;
- d. the Secretary; and
- e. additional Directors as nominated by the President and approved by the Board of Directors.

The Executive Committee shall have the power to act for the Board of Directors in the interim between meetings of the Board in the management of the Corporation's affairs and shall oversee all of the Corporation's functions. A majority of the members of the Executive Committee may determine its rules of procedure, unless the Board determines otherwise. The President shall be the chairperson of the Executive Committee. A quorum for the transaction of business by the Executive Committee shall be 40% of the then current number of the Executive Committee members, except to adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the departure from the meeting of members, if any action taken is approved by at least a majority of the required quorum for such meeting.

6.4 Additional Standing Committees.

a. **Nominating Committee.** A Nominating Committee shall be appointed by the President of the Board to receive and evaluate nominations from the Members to serve as Directors of the Corporation. The Nominating Committee shall consist of at least two (including the President and President-Elect) and no more than five Board members. The Immediate Past President shall serve as the chairperson of the Nominating Committee.

b. **Finance and Audit Committee.** A Finance and Audit Committee shall be appointed by the President of the Board to oversee the finances of the Corporation and the preparation of an annual audit of the Corporation's financial statements and records. The Finance and Audit Committee shall consist of at least two and no more than five Board members.

6.5 Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by appointment of the President a resolution adopted by a majority of the Directors present at a meeting in which a quorum is present.

6.6 Term of Office. Except as otherwise provided in these Bylaws, each member of a committee shall continue as such until a successor is appointed, or unless such member be removed from such committee, or unless such member ceases to qualify as a member of that committee.

6.7 Committee Chairpersons. One member of each committee shall be appointed committee chairperson by the President or by the person or persons authorized to appoint the members thereof, except that the President shall be the chairperson of the Executive Committee.

6.8 Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

6.9 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE 7

INDEMNIFICATION OF DIRECTORS AND OTHER ELIGIBLE PERSONS

7.1 General. To the extent not inconsistent with applicable law, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim:

- (a) if such Eligible Person is Wholly Successful with respect to the Claim, or
- (b) if not Wholly Successful, then if such Eligible Person is determined, as provided in either Section 7.3(a) or 7.3(b) of this Article 7, to have:
 - (1) conducted himself or herself in good faith; and
 - (2) reasonably believed:
 - (i) in the case of conduct in his or her official capacity with the Corporation that his or her conduct was in its best interest; and
 - (ii) in all other cases, that his or her conduct was at least not opposed to the best interest of the Corporation; and
 - (3) in the case of any criminal proceeding, either:
 - (i) had reasonable cause to believe his or her conduct was lawful; or
 - (ii) had no reasonable cause to believe his or her conduct was unlawful.

The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section 7.1. The actions of an Eligible Person with respect to an employee benefit

plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interest of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act or he or she reasonably believed his or her actions to be in the interest of the participants in or beneficiaries of the plan.

7.2 Definitions.

(a) The term "Claim" as used in this Article 7 shall include every pending, threatened, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), whether civil, criminal, administrative, or investigative, formal or informal, in which an Eligible Person may become involved, as a party or otherwise: (i) by reason of his or her being or having been an Eligible Person, or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time a Liability or Expense shall have been incurred in connection with a Claim.

(b) The term "Eligible Person" as used in this Article 7 shall mean every person (and the estate, heirs, and personal representatives of such person) who is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, agent, or fiduciary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

(c) The terms "Liability" and "Expense" as used in this Article 7 shall include, but shall not be limited to, attorney's fees and disbursements and amounts of judgments, fines, or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.

(d) The term "Wholly Successful" as used in this Article 7 shall mean (i) termination of any Claim against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after making or threatened making of any Claim without the institution of the same, without any payment or promise made to induce a settlement.

7.3 Procedure.

(a) Every Eligible Person claiming indemnification hereunder (other than one who has been Wholly Successful with respect to any Claim) shall be entitled to indemnification if it is determined, as provided in this Section 7.3(a), that such Eligible Person has met the standards of conduct set forth in clause (b) of Section 7.1 of this Article 7. The determination whether an Eligible Person has met the required standards of conduct shall be made (i) by the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the Claim, and if such a quorum cannot be obtained, then (ii) by majority vote of a committee duly designated by the Board of Directors (in which designation, Directors who are parties to the Claim may participate) consisting solely of two (2) or more Directors not at the time parties to the Claim, and if such a committee cannot be constituted, then (iii) by special legal counsel selected by a majority vote of the full Board of Directors (in which selection, a Director who is a party to the Claim may participate). If an Eligible Person is found to be entitled to indemnification pursuant to the preceding sentence, the reasonableness of the Eligible Person's Expenses shall be determined by the procedure set forth in the preceding sentence, except that if such determination is by special legal counsel, the reasonableness of Expenses shall be determined by a majority vote of the full Board of Directors (in which determination, a Director who is a party to the Claim may participate).

(b) If an Eligible Person claiming indemnification pursuant to Section 7.3(a) of this Article 7 is found not to be entitled thereto, the Eligible Person may apply for indemnification with respect to a Claim to a court of competent jurisdiction, including a court in which the Claim is pending against the Eligible Person. On receipt of an application, the court, after giving notice to the Corporation and giving the Corporation ample opportunity to present to the court any information or evidence relating to the claim for indemnification that the Corporation deems appropriate, may order indemnification if it determines that the Eligible Person is entitled to indemnification with respect to the Claim because such Eligible Person met the standards of conduct set forth in clause (b) of Section 7.1 of this Article 7. If the court determines that the Eligible Person is entitled to indemnification, the court shall also determine the reasonableness of the Eligible Person's Expenses.

7.4 Nonexclusive Rights. The right of indemnification provided in this Article 7 shall be in addition to any rights to which any Eligible Person may otherwise be entitled. Irrespective of the provisions of this Article 7, the Board of Directors may, at any time and from time to time, (a) approve indemnification of any Eligible Person to the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions, and (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such Liability.

7.5 Expenses. Expenses incurred by an Eligible Person with respect to any Claim shall be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof if:

(a) the Eligible Person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standards of conduct specified in Section 7.1(b) of this Article 7;

(b) the Eligible Person furnishes the Corporation a written undertaking, executed personally or on the Eligible Person's behalf, to repay the advance if it is ultimately determined that the Eligible Person did not meet the standards of conduct specified in Section 7.1(b) of this Article 7; and

(c) the Board of Directors makes a determination that the facts then known would not preclude indemnification of the Eligible Person.

7.6 Contract. The provisions of this Article 7 shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder with respect to a Claim shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article 7 that occurs subsequent to the date of any action taken or not taken by reason of which such Eligible Person becomes involved in a Claim.

7.7 Effective Date. The provisions of this Article 7 shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

ARTICLE 8 **MISCELLANEOUS**

8.1 Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year.

8.2 Inspection of Records. The books of account and minutes of the proceedings of the Board, and of any committees of the Board, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

8.3 Checks and Drafts. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

8.4 Execution of Contracts. The Board may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances. Unless so authorized by the Board or the Executive Committee, no officer, agent, or

employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount; provided, that any such contract or instrument between the Corporation and any third person, when signed by the President or the President-Elect and the Secretary or Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

8.5 Annual Statements. The Board shall cause an annual report to be delivered to the Members and Directors not later than 120 days after the close of the fiscal year.

8.6 Corporate Loans, Guarantees and Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed for the advancement of expenses.

8.7 Public Inspection and Disclosure. The Corporation shall have available for public inspection at its principal office a copy of its three most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the Corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

8.8 Political Activities. The Corporation shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate. The Corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986. No Board member or past president may use the Corporation's name or speak on behalf of the Corporation without prior approval of the Board. This prohibition includes, but is not limited to, ballot statements, endorsements of candidates for public office, correspondence or advertising. This section shall not prohibit the Corporation's officers or staff from utilizing the Corporation's name in undertaking day-to-day operations and activities of the Corporation.

ARTICLE 9 **AMENDMENT OF BYLAWS**

9.1 Amendment of Bylaws. These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board, provided that any such action shall require the affirmative vote of a majority of Directors present at a meeting at which a quorum is present, which majority shall constitute at least twenty-five percent (25%) of the members of the Board then in office.

ARTICLE 10 **EFFECTIVE DATE**

10.1 Effective Date. These shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon the adoption of the amendment, unless the Board in adopting the amendment provides that it is to become effective at a later date.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of Digital Pathology Association, Inc. (the "Association").
2. That the foregoing Bylaws constitute the bylaws of the Association as duly adopted by the Board of Directors of the Association on October 11, 2015.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this ____ day of _____, 2015.

Signature of Secretary

Print Name

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