

## BYLAWS OF THE UTAH SOCIETY FOR HISTOTECHNOLOGY

### ARTICLE 1 PURPOSES

The Utah Society for Histotechnology (the "Society") is organized as a nonprofit corporation and shall be operated exclusively for religious, educational, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

All actions of the board of directors shall be in keeping with the mission of the Society. The purposes set forth in this Article 1 may be amended only with the consent of three-fourths of the directors. The amendment will be effective immediately upon the written approval thereof.

### ARTICLE 2 OFFICES

Section 2.1 Business Offices. The principal office of the Society shall be located in Orem, Utah. The corporation may have such other offices, either within or outside Utah, as the board of directors may designate or as the affairs of the Society may require from time to time.

Section 2.2 Registered Office. The registered office of the Society required by the Utah Revised Nonprofit Corporation Act (the "Act") to be maintained in Utah may be, but need not be, the same as the principal office if in Utah, and the address of the registered office may be changed from time to time by the board of directors or by the officers of the Society.

### ARTICLE 3 MEMBERSHIP

Section 3.01. Classes of Members; Qualifications. There shall be two classes of Members, Voting and Non-Voting. The qualifications and conditions of each class are as follows:

(a) Voting Members. In addition to other qualifications and conditions set forth herein, a Voting Member must and shall be an individual employed as a board-certified histotechnologist or histotechnician. Members who meet the foregoing qualification are not eligible to be Non-Voting Members. Notwithstanding the foregoing, the Board may classify a member as a "Voting Member" even though the member is not an individual employed full-time as a licensed histotechnologist or histotechnician, by specific Board action taken pursuant to Section 6.12, 6.15 and/or 6.16.

(b) Non-Voting Members. In addition to other qualifications and conditions set forth herein, a Non-Voting Member must meet the following criteria:

(i) They must be working in an associated clinical laboratory discipline which includes, without limitation, working as a pathologist, cytologist, medical technologist, clinical laboratory technician, or a research scientist; or

(ii) Be affiliated with an organization or a group, or be an individual that desires to help to support the Society.

Section 3.02. Application and Approval. A qualified person may become a Member of the Society by filing an application in a form approved by the Board of Directors from time to time accompanied by the first annual membership fee. All applications are subject to the approval of the Board of Directors, which may accept or reject the application in its sole discretion.

Section 3.03. Privileges of Members. With the exception of the privilege of voting and other restrictions as may be set forth in these Bylaws, all Members shall be equally privileged to attend and take part in all membership meetings, and shall be eligible to hold any office or honor within the Society, so long as they comply with the Bylaws including the payment of dues to the Society. No Member under sentence of suspension or expulsion shall take part in any proceedings of the Society or be elected to any office of the Society.

Section 3.04. Suspension and Expulsion. The Board of Directors, in its sole discretion and for any reason deemed by the Board of Directors to warrant such action, may suspend a Member's membership or expel the Member. Reasons which may warrant suspension or expulsion include, but are not limited to being found guilty of a criminal offense, or of gross misconduct, or the refusal or neglect to obey the rules and regulations of the Society, or the violation of any of the provisions of these Bylaws.

Section 3.05. Resignation. Any Member may withdraw from the Society after fulfilling all obligations to it and by giving written notice of such intent to the Board of Directors. In addition, any Member who does not timely pay its, his or her annual dues will be considered to have resigned as a Member without any further action.

Section 3.06. Membership Certificates. The Board of Directors may, in its discretion, determine whether and in what form to issue membership certificates in the Society.

#### ARTICLE 4 MEMBERSHIP FEES

Section 4.01. Annual Fee. The Board of Directors shall decide yearly what the annual membership fee will be for future years for both Voting Members and Non-Voting Members. Membership runs from January 1 through December 31. The fees of a new Member shall not be prorated; however, in the event a new Member joins after the Society's annual Member meeting, the initial membership fee shall suffice for both the balance of the partial year of joining and the succeeding year.

Section 4.02. Payment of Fees. Membership fees shall be due and payable to the Society at such times the Board of Directors shall determine.

Section 4.03. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of three (3) months from the time when due, such delinquent Member's membership may thereupon be terminated by the Board of Directors at its discretion.

ARTICLE 5  
MEETINGS OF MEMBERS; VOTING

Section 5.01. Place of Meetings. All meetings of Members shall be held at such place within or without the State of Utah and on such date as may be designated by the Board of Directors. At a minimum, there shall be one annual Membership meeting set every other year for the purpose of electing the Board of Directors.

Section 5.02. Annual Meetings. At the annual meetings Directors shall be elected by the Voting Members, reports of the affairs of the Society shall be considered, and any other business may be transacted which is within the powers of the Members.

Written notice of each annual meeting shall be given to each Member, by personal delivery, email, regular mail, or other means of written communication, and if mailed charges prepaid and addressed to such Member at the Member's address appearing on the books of the Society or given by Member to the Society for the purpose of notice. Notice is excused and need not be given to any Member to whom a notice of two consecutive annual meetings, and all notices of meetings or the taking of actions by written consent without a meeting during the period between the two consecutive annual meetings, have been mailed to the Member's address as shown on the records of the corporation, and have been returned undeliverable. If a Member to whom notice is excused delivers to the corporation a written notice setting forth the Member's current address, or if another address for the Member is otherwise made known to the corporation, the requirement that notice be given to the Member is reinstated. All such notices shall be sent to each Member entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

Section 5.03. Special Meetings of Voting Members. Special meetings of the Voting Members, for any purpose or purposes whatsoever, may be called at any time by the President, the Vice-President, Executive Director or the Board of Directors. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of Members, except that such notices shall be given only to Voting Members. Notices of any special meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 5.04. Adjourned Meetings and Notice Thereof. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members represented at the meeting, either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

When any Members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5.05. Voting. Each Member entitled to vote shall be entitled to one vote upon each matter submitted to a vote of the Voting Members, unless otherwise specifically required by law or

the Articles of Incorporation or the Bylaws of this Society, and the majority vote of Voting Members who cast a vote on the subject matter shall be the act of the membership unless a greater number of votes is otherwise required by the laws of the State of Utah, or the Articles or Bylaws of this Society.

Section 5.06. Actions by Written Ballot. In lieu of voting at annual and special meetings of the Members, all actions of the Members shall be by written ballot conducted in accordance with Utah Code Ann. § 16-6a-709 through 710, as amended from time to time. Ballots may be delivered and votes cast by mail, email, fax, or other electronic means approved by the Board of Directors. The majority of all returned ballots shall carry any decision submitted to a vote of the Members.

Section 5.07. Proxies. A Voting Member may vote in person or by proxy. A proxy may be appointed by: (1) signing an appointment form either personally or by the Voting Member's attorney-in-fact; or (2) transmitting or authorizing the transmission of an email or other electronic transmission of a written statement of appointment to the proxy, the proxy's agent, or to the corporation, provided the transmission contains written evidence that shows the Voting Member authorized the transmission of the appointment.

Section 5.08. Meetings by Telecommunication. Any annual or special meeting of the Members may be conducted through the use of any means of communication that allows persons participating in the meeting to hear one another.

## ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 General Powers. The Board of Directors shall have the complete and exclusive care, custody and control of the Society's assets and shall exercise all of the corporate powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation and the Bylaws. The entire management of the Society, its affairs, its properties and assets, is vested exclusively in the Board of Directors. The Board has the same powers as an individual to do all things necessary or convenient to carry out its objectives and duties. The powers of the Board shall include, but are not limited to, the following:

- (a) To sue and be sued, complain and defend in the corporate name;
- (b) To enter into any and all types of agreements or contracts related to the intake, disposition, custody, and management of the properties and assets of the Society;
- (c) To decide and implement decisions on contributions, payments and distributions, which may be made in cash or in kind, as well as any projects, establishment of scholarships or similar funds, or maintenance of scientific research and studies determined by the Board to be in furtherance of the pursuits and objects of this Society.
- (d) To enter into contract or agreement engaging a corporate Director to receive, manage, hold, invest and disburse the assets of the Society for the purpose of earning income (as distinguished from applying such assets to educational, charitable or similar purposes), subject to the control of the Board, whose exercise of this power is proscribed by its general powers and duties;

(e) To pay salaries or other compensation to Directors and officers for personal services actually rendered by them, but such salaries or compensation shall not be in excess of a reasonable allowance for such personal services rendered by such Director and officers;

(f) To cease and dissolve the Society;

(g) Notwithstanding anything herein to the contrary, it is strictly understood and agreed that the Board's powers and responsibilities shall be vested in them and shall be exercised by them strictly in a fiduciary capacity to accomplish the pursuits and objectives of this Society, and the Board is expressly prohibited from acting in contravention or derogation of the pursuits and objectives as stipulated above.

(h) Power of Board to Borrow Money. The Board of Directors shall have full power and authority to borrow money whenever, in the discretion of the Board, it is required in the general interests of the Society, and in such case the Board may authorize the proper officers of the Society to make, execute and deliver in the name and on behalf of the Society such notes, bonds and other evidences of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage the property of the Society, or any part thereof, as security for such indebtedness.

(i) Prohibited Loans. The Society shall make no loans to, nor guarantee the obligations of, any of its Directors or officers, or the family members or others with similarly intimate personal connections with any of the Directors or officers of the Society.

Section 6.2 Standards of Conduct. Each Director shall perform her or his duties in good faith, with reasonable prudence, and in an effort to further the best interests of the Society.

Section 6.3 Emergency Powers. If, due to a catastrophic event, a quorum of Directors cannot readily be obtained, the officers of the Society present at a meeting of the Board of Directors shall be considered to be the Directors for the meeting, in order or rank and within the same rank in order of seniority, as necessary to achieve a quorum. Notice of meetings under such emergency circumstances need be given only to those directors whom it is practicable to reach, and may be given in any practicable manner, including by radio. Actions taken by such emergency quorum shall bind the Society, and may not be the basis for imposition of liability on any director, officer, employee or agent of the Society on the ground that the action was not an authorized corporate action.

Section 6.4 Power to Appoint Officers. The Board of Directors shall elect a President, a Vice-President and any additional Vice-Presidents deemed necessary or desirable, a Secretary and a Treasurer. All officers shall be Directors and, at the option of the Board, the offices of Secretary and Treasurer may be held by one Director. Assistants to officers may be elected by the Directors and such assistants need not be Directors.

Section 6.5 Power to Elect Other Officers and Agents. The Board of Directors shall have power to elect such other officers and agents as the Board may deem necessary for transaction of the business of the Society.

Section 6.6 Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 6.7 Power to Require Bonds. The Board of Directors may require any officer or agent to file with the Society a satisfactory bond conditioned upon the faithful performance of his or her duties.

Section 6.8 Number, Election, and Tenure. The number of directors of the Society shall be from three to fifteen, as determined by the board of directors from time to time. Any action of the board of directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. All directors shall serve terms of up to two years with the terms of one-half of the directors expiring at each annual meeting, except that in order to phase in the staggered terms, a director's initial appointment may for a term of less than two years. Directors whose terms have expired shall be elected or reelected by the board of directors at each annual meeting, and each director shall hold office until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation, or removal. Any directors may be removed at any time by a vote of three-fourths of the directors then in office.

Section 6.9 Qualification. Directors must be at least eighteen years old and must be residents of Utah. The board of directors shall seek individuals from the community to serve as directors who have interest in or experience with the Society's mission and organization and who represent diverse talents and backgrounds and bring to the board of directors connections to and expertise in business, community affairs, public service, finance, law, and other areas that are useful to the mission of the Society. All directors shall be responsible for recruiting, nominating, and orienting new directors to replace directors whose terms have expired or who have otherwise resigned, been removed, or retired. Notwithstanding the foregoing, at least half of a Directors must be Voting Members of the Society. Changes in employment status that may impact an individual's qualification for serving as a Board Member will be granted a one-year grace period following the current year of membership before the Board Member is disqualified for Board of Director service.

Section 6.10 Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the Society. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office for an initial term as set forth in his appointment and thereafter, if re-elected, for an up to a two-year term and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation, or removal.

Section 6.11 Regular Meetings. A regular meeting of the board of directors shall be held at least annually for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. In addition, the board of directors shall hold two other regular meetings a year at such date as set by resolution of the directors. The board of directors may provide by resolution the time and place, either within or without the State of Utah, for the holding of additional regular meetings.

Section 6.12 Special Meetings. Special meetings of the board of directors may be called by

or at the request of the president, a majority of the board of directors, or any two officers. The person or persons authorized to call special meetings of the board of directors may fix any place as the place, either within or without the State of Utah, for holding any special meeting of the board called by them.

Section 6.13 Notice. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at the director's business address at least one week prior thereto by email or the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic or facsimile notice (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If notice is given by facsimile message, it shall be deemed given when the transmission is completed. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 6.14 Presumption of Assent. A director of the Society who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Society within two days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.15 Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 6.16 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the Society. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Society in any other capacity.

Section 6.17 Executive and Other Committees. By one or more resolutions adopted by a majority of the directors then in office, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the board of directors, or in the absence thereof by the committee itself.

Section 6.18 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6.19 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent, in writing and setting forth the action so taken, shall be either signed or acknowledged by e-mail by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts or by facsimile) shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 6.20 Chairman of the Board. One or more Directors shall be appointed by the Board to serve as the chair person (each, a "Chairman") for the Board. If appointed, the Chairman shall perform such duties as shall be assigned to him or her by the Board from time to time, shall preside over meetings of the Board, and shall have those additional powers that are set forth in these Bylaws.

## ARTICLE 7 OFFICERS AND AGENTS

Section 7.1 Number and Qualifications. The officers of the Society shall be a president, a secretary and a treasurer. The board of directors may also appoint such other officers, assistant officers and agents, including one or more chairmen of the board, one or more vice presidents, an executive director, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of president and secretary. All officers must be at least eighteen years old.

Section 7.2 Election and Term of Office. The officers of the Society shall be elected by the board of directors at each regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal. An officer may be appointed for more than one successive terms.

Section 7.3 Compensation. The compensation of the officers, if any, shall be as fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the Society. However, during any period in which the Society is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 7.4 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Society will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, in itself, create contract rights.

Section 7.5 Vacancies. Any officer may resign at any time, subject to any rights or



obligations under any existing contracts between the officer and the Society, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 7.6 Authority and Duties of Officers. The officers of the Society shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of the Society and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the board of directors where none of the Chairmen of the Board are not present; (iii) see that all orders and resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned by the board of directors.

(b) Vice-President. The vice-president or vice-presidents shall assist the president and the executive director and shall perform such duties as may be assigned to them by the president, the executive director, or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the vice-presidents in order of their election) shall, at the request of the president or the executive director, as the case may be, or in either of their absence or inability or refusal to act, perform the duties of the president or the executive director, as the case may be, and when so acting shall have all the powers of and be subject to all the restrictions upon the president or the executive director.

(c) Executive Director: Acting Executive Director. The executive director shall, subject to the direction and supervision of the president and the board of directors, (i) be the chief administrative officer of the Society with general responsibility for all day-to-day operations of the Society; (ii) propose, prepare and present to the president and the board of directors specific programs and activities that will further the Society's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the president or the board of directors; and (iv) perform all other duties and responsibilities as may from time to time be assigned to the executive director by the president or the board of directors. The Board of Directors may also designate an acting executive director to serve as a temporary executive director in the executive director's absence or refusal or inability to act.

(d) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the board of directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(e) Treasurer. The treasurer shall: (i) be the principal financial officer of the Society and have the care and custody of all its funds, securities, evidences of indebtedness and other personal

property, and shall deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts for moneys paid in on account of the Society, and pay out of the funds on hand all bills, payrolls and other just debts of the Society of whatever nature upon maturity; (iii) be the principal accounting officer of the Society and, as such, prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the Society and the results of its operations; (iv) upon request of the board of directors, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by the treasurer.

## ARTICLE 8 ADVISORY COMMITTEE

By one or more resolutions adopted by a majority of the directors then in office, the board of directors may establish an unpaid Advisory Committee and appoint any person as a member of such committee, whether or not such person is an officer, director, or employee of the Society. The members of the Advisory Committee shall serve as an unpaid volunteer advisory body with no official corporate powers. The members of the Advisory Committee shall serve at the will of the President and/or the board of directors, until removed by either the President, or board of directors. The Advisory Committee shall meet as such times as called by the President or the board of directors and shall report to the President. Rules governing procedures for meetings of any committee of the board shall be as established by the President or the board of directors, or in the absence thereof by the committee itself.

## ARTICLE 9 INDEMNIFICATION

Section 9.1 Indemnification of Directors. Officers. Etc. The Society hereby declares that any person who serves at its request as a director, officer, employee, chairman or member of any committee, or on behalf of the Society as a director or officer of another corporation in which the Society owns shares of capital stock or of which the Society is a creditor, shall be deemed the Society's agent for the purposes of this Article 5 and shall be indemnified by the Society against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The determination of whether a person is entitled to indemnification under this Article 5 shall be made in the specific case based on the circumstances of the case and in light of the applicable standard of conduct. Except as provided in Section 6.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Society or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 9.2 Indemnification Against Liability to Society. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 6.1 shall have been:

- (a) adjudged to be liable to the Society, or
- (b) derived an improper personal benefit, whether or not involving action in his official capacity, in which proceeding he was adjudged liable on the basis that he derived an improper personal benefit, unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 9.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 9.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under Utah law, the articles of incorporation, any agreement, any other provision of these bylaws, vote of disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 9.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee or agent of the Society and shall inure to the benefit to the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Society to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 9.6 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the Society may, subject to Section 9.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him and incurred by him in his capacity or arising out of his status as an agent of the Society, whether or not the Society would have the power to indemnify him against such liability under applicable provisions of law. The Society may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the Society against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 9.7 Right to Impose Conditions to Indemnification. The Society shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such

reasonable requirements and conditions as the board of directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Society; (b) that the Society shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Society shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Society.

Section 9.8 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the Society shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Society as an organization described in section 527 of the Internal Revenue Code of 1986, as amended.

## ARTICLE 10 MISCELLANEOUS

Section 8.1 Account Books and Minutes. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees. All books and records of the Society may be inspected by any director or that any Director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 10.2 Fiscal Year. The fiscal year of the Society shall be December 31<sup>st</sup> or as otherwise established by the board of directors.

Section 10.3 Conveyances and Encumbrances. Property of the Society may be assigned, conveyed or encumbered by such officers of the Society as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Society shall be authorized only in the manner prescribed by applicable statute.

Section 10.4 Designated Contributions. The Society may accept any designated contribution, grant, or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Society shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Society shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Society's tax-exempt purposes.

Section 10.5 Conflicts of Interest. If any person who is a director or officer of the Society is aware that the Society is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or director, such person shall (a) immediately inform those charged with approving the transaction

on behalf of the Society of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the Society, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 10.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Society to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Society for the amount of such loan until it is repaid.

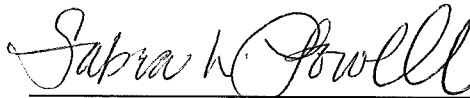
Section 10.7 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors.

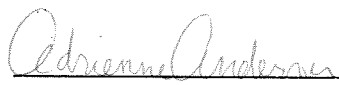
Section 10.8 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.


Section 10.9 Facsimile Signatures. Signatures for any transactions are acceptable via fax.

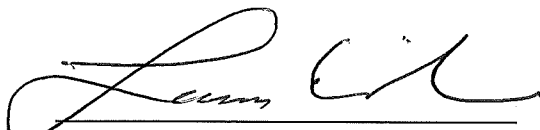
Executed this \_\_\_\_\_ day of October, 2017.


**OFFICERS:**

  
Sabra Powell, President

  
Adrienne Anderson, Secretary


  
Junelina Reed, Vice President


  
Lance Erickson, Historian

  
Nathan Killpack, Treasurer

**DIRECTORS:**

  
Sabra Powell, Director

  
Junelina Reed, Director

  
Nathan Killpack, Director

The Utah Society for Histotechnology Bylaws Certificate

The undersigned certifies that he or she is the Secretary of The Utah Society for Histotechnology, a Utah nonprofit corporation, and that, as such, he or she is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: 10|31|2017

Print Name: Adrienne Anderson