



BY-LAWS OF
THE WORLD PATHOLOGY FOUNDATION
(an Illinois not for profit corporation)

Adopted 18 December 2012

Revised 18 November 2015

Revised 19 April 2018

Article 1
Purposes

This Article sets forth the purposes of THE WORLD PATHOLOGY FOUNDATION (the “Foundation”), as stated in the Foundation’s Articles of Incorporation.

Section 1.1. Purposes. The Foundation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In particular, the Foundation is organized to promote public safety and public health by fostering the development of anatomic and clinical pathology in all aspects, especially in the developing countries. The Foundation will foster research, education and application of these medical sciences by organizing conferences and other educational programs, encouraging interchange of pathology information among nations, initiating and prompting publications in pathology, assisting in the establishment of world standards in all fields of pathology, and conducting such other related activities as may be determined by its Board of Trustees.

Section 1.2. Internal Revenue Code Restrictions. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its Trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.



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Notwithstanding any provision of these By-Laws or the Foundation's Articles of Incorporation to the contrary, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3), or (b) by a corporation, contributions to which are deductible under section 170(c)(2).

Section 1.3. Dissolution. A dissolution of the Foundation shall require the affirmative vote of at least two-thirds of the Foundation's Trustees then in office, acting at a regular or special meeting for which written notice of the purpose shall be given. Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all of the assets of the Foundation to such organization or organizations operated exclusively for charitable, educational and/or scientific purposes as shall at that time qualify under section 501(c)(3), and which shall exist for purposes substantially similar to those of the Foundation, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Foundation is then located to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 1.4. Code. All statutory references herein are to the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent Internal Revenue law).

Article 2 Powers

Except as provided otherwise by the Articles of Incorporation or by these By-Laws, the Foundation shall have and exercise all rights and powers conferred on corporations under the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, and under any other applicable law; provided, however, that the Foundation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as stated in Section 1.1 of Article 1.

Article 3 Office and Agent

The Foundation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

Article 4 Member

Section 4.1. Designation. The sole Member of the Foundation shall be the World Association of Societies of Pathology and Laboratory Medicine, an Illinois not for profit corporation, or its corporate successor (hereinafter referred to as the "Member").

Section 4.2. Rights and Powers of the Member. The Member shall have the following rights and powers with respect to the Foundation: (a) the election and removal of the



Foundation's Class B Trustees as provided in Sections 5.3 and 5.5 below; and (b) the approval of an amendment to these By-Laws as provided in Article 14 below.

Section 4.3. Member's Action. Action by the Member on any item referred to in Section 4.2 above shall be taken by the vote of its Board according to such procedures as the Member's Board shall determine. Such action shall be confirmed in writing signed by an officer of the Member and delivered to the President or a Vice-President of the Foundation.

Article 5 Board of Trustees

Section 5.1. General Powers. The affairs of the Foundation shall be managed by or under the direction of its Board of Trustees.

Section 5.2. Number and Qualifications. The initial Board of Trustees of the Foundation shall be the individuals named as Trustees in the Foundation's Articles of Incorporation. Beginning in 2013, the Board of Trustees shall consist of seven Trustees and shall be divided into four Class A Trustees and three Class B Trustees. Each Trustee (whether Class A or Class B) shall be entitled to one vote on each matter submitted to the Board of Trustees. Trustees need not be residents of Illinois.

Section 5.3. Election and Tenure. (a) The four Class A Trustees shall be elected by vote of the Foundation's Board of Trustees at the annual meeting of the Board of Trustees, or as soon thereafter as conveniently possible.

(b) The three Class B Trustees shall be elected by the Member, prior to the annual meeting of the Board of Trustees, as provided in Section 4.2 above.

(c) Beginning in 2013, each Trustee shall serve for a term of three years, starting at the annual meeting of the Board of Trustees in the year in which such election occurs and continuing until a successor Trustee is elected; provided that, to permit staggered terms, the initial term of one Class A Trustee and one Class B Trustee shall be one year, the initial term of one Class A Trustee and one Class B Trustee shall be two years, and the initial term of two Class A Trustees and one Class B Trustee shall be three years.

Section 5.4. Resignation. Any Trustee may resign by written notice delivered to the President or Vice-President of the Foundation, provided that a Class B Trustee shall also send written notice to an officer of the Member. A resignation is effective when the notice is delivered unless the notice specifies a future date.

Section 5.5. Removal. Any Trustee may be removed, with or without cause. Class A Trustees may be removed by the affirmative vote of a majority of all the Foundation's Trustees then in office at a meeting of the Board of Trustees held at least twenty days after written notice of the proposed removal is given to all Trustees. Class B Trustees may be removed at any time by action of the Member.



Section 5.6. Vacancies. Vacancies among Trustees shall be filled by vote of the Board of Trustees, provided that if the Trustee leaving the Board (and thereby causing the vacancy) is a Class B Trustee, the vacancy shall be filled by the Member. A Trustee elected to fill a vacancy shall hold office until the expiration of the term corresponding to the vacant position and until his or her successor is elected and qualified.

Section 5.7. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than these By-Laws in each year at such time and place as the Board of Trustees may determine. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.8. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees, and such person or persons may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board so called.

Section 5.9. Notice of Meetings. Notice of any special meeting of the Board of Trustees shall be given in accordance with these By-Laws at least two days in advance thereof by written notice to each Trustee at the address shown for such Trustee on the records of the Foundation. Notice of any special meeting of the Board of Trustees may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee 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 regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

Section 5.10. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees or a committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing or by electronic transmission, and the writings and/or electronic transmissions are filed with the minutes of proceedings of the Board or committee. For purposes of these By-Laws, the term “electronic transmission” means any form of communication (such as e-mail or facsimile) that creates a record that may be retained, retrieved and reviewed by the recipient and may automatically be reproduced in paper form. The action taken shall be effective when all the Trustees or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same effect as a unanimous vote.

Section 5.11. Attendance by Communications Equipment. Trustees or non-trustee committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.



Section 5.12. Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than a majority of the Trustees are present, a majority of the Trustees then present may adjourn the meeting to another time without further notice. Withdrawal of Trustees from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.13. Action at a Meeting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws.

Section 5.14. Proxy Prohibited, Presumption of Assent. No Trustee may act by proxy on any matter. A Trustee who is present at a meeting at which action on any corporate matter is taken by the Board of Trustees, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such Trustee's dissent is entered in the minutes of the meeting or unless such Trustee files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary-Treasurer immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Trustee who voted in favor of such action.

Section 5.15. Interested Trustees. (a) A Trustee who is directly or indirectly a party to a transaction with the Foundation (an "interested Trustee") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Trustees and to any committee of the Board considering such transaction prior to any action by the Board or such committee to authorize, approve or ratify such transaction. A Trustee is "indirectly" a party to a transaction if the entity which is a party is an entity in which the Trustee has a material financial interest or of which the Trustee is an officer, director, trustee or general partner.

(b) The presence of the interested Trustee or of a Trustee who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Trustees or a committee of the Board is present but may not be counted when action is taken on the transaction.

Article 6 Committees

Section 6.1. Committees of the Board of Trustees. A majority of the Board of Trustees, by resolution, may create one or more committees of the Board and appoint Trustees or such other persons as the Board shall designate to serve on the committee or committees. Each committee may exercise the authority of the Board of Trustees to the extent permitted by law and as specified by the Board of Trustees or in the Articles of Incorporation or these By-Laws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law. Each such committee shall have two or more Trustees as members, a majority of its membership shall be Trustees, and all committee members shall serve at the pleasure of the Board.



Section 6.2. Action of Committees of the Board. A majority of a committee of the Board of Trustees shall constitute a quorum. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing (including by electronic transmission) without a meeting or may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner provided by these By-Laws for written consents and for meetings of the Board of Trustees. No member of such committee of the Board may act by proxy. Subject to these By-Laws and to action by the Board of Trustees, a majority of the members of a committee of the Board shall determine the time and place of meetings and the notice required for meetings.

Section 6.3. Advisory Committees. The Board of Trustees may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be Trustees. Such advisory committees or bodies may not act on behalf of the Foundation or bind it to any action but may make recommendations to the Board of Trustees or to the officers.

Article 7 Officers

Section 7.1. Enumeration. The officers of the Foundation shall be a President, one or more Vice Presidents, a Secretary-Treasurer, and such other officers or assistant officers as may be elected by the Board of Trustees. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed from time to time by the Board of Trustees. Each office shall be held by a different person. A Trustee may be an officer.

Section 7.2. Election and Term of Office. The officers of the Foundation shall be elected annually at the annual meeting of the Board of Trustees, or as soon thereafter as conveniently possible. Each officer shall hold office until a successor is elected and qualified or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Election of an officer or agent shall not of itself create any contract rights.

Section 7.3. Resignation. An officer may resign at any time by giving notice to the Board of Trustees or to the President or a Vice President of the Foundation. A resignation is effective when the notice is delivered unless the notice specifies a future date.

Section 7.4. Removal. The Board of Trustees may remove an officer, either with or without cause, whenever in its judgment the best interests of the Foundation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.5. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 7.6. Compensation. The Board of Trustees, by the affirmative vote of at least two-thirds of the Trustees then in office and irrespective of any personal interest of any Trustee, shall have authority to establish reasonable compensation of all officers for their services.



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Section 7.7. President. The President shall be the principal executive officer of the Foundation. Subject to the directions of the Board of Trustees, the President shall in general supervise and control the business and affairs of the Foundation and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her from time to time by the Board of Trustees. The President may sign, alone or with the Secretary or any other proper officer of the Foundation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer or agent of the Foundation, or shall be required by law to be otherwise executed. When present, the President shall preside at all meetings of the Board of Trustees.

Section 7.8. Vice Presidents. The Foundation shall have one or more Vice Presidents. The Board of Trustees or the President may designate any one or more Vice Presidents as being in charge of designated operations of the Foundation and may assign to such Vice Presidents appropriate duties. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President who is senior in age and is able and willing to act shall perform the duties of the President. When so acting, such Vice President shall have all the powers of and be subject to all the restrictions upon the President.

Section 7.9. Secretary-Treasurer. The Secretary-Treasurer shall (a) keep the minutes of meetings of the Board of Trustees and committees of the Board of Trustees in one or more books provided for that purpose or electronically; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Foundation; (d) affix the seal of the Foundation or a facsimile thereof, or cause it to be affixed and, when so affixed, attest the seal by his or her signature, to all documents the execution of which on behalf of the Foundation under its seal is duly authorized by the Board of Trustees or otherwise in accordance with the provisions of these By-Laws (provided, however, the Board of Trustees or the President may give general authority to any other officer to affix the seal of the Foundation and to attest the affixing by his or her signature); (e) keep a register of the post office address of each Trustee or committee member, which shall be furnished to the Secretary-Treasurer by such Trustee or committee member; (f) have charge and custody of and be responsible for all funds and securities of the Foundation; (g) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; (h) disburse the funds of the Foundation as ordered by the Board of Trustees or as otherwise required in the conduct of the business of the Foundation and render to the President or the Board of Trustees, upon request, an account of all his or her transactions as Secretary-Treasurer and on the financial condition of the Foundation; and (i) in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Trustees.

If required by the Board of Trustees, the Secretary-Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Trustees shall determine for the faithful discharge of his or her duties and for the restoration to



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the Foundation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Foundation.

Section 7.10. Assistant Secretary-Treasurer. The Board of Trustees may, if necessary, elect an Assistant Secretary-Treasurer from among the trustees. The Assistant Secretary-Treasurer shall assist the Secretary-treasurer in the duties of the Secretary-Treasurer as set forth in Section 7.9 and, in the absence of the Secretary-Treasurer or in the event of the Secretary-Treasurer's inability or failure to act, shall perform the duties and exercise the powers of the Secretary-Treasurer as provided in such Section 7.9. In addition, the Assistant Secretary-Treasurer shall perform such duties as may be assigned by the President or the Board of Trustees from time to time.

Article 8

Contracts and Financial Transactions

Section 8.1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in the name of the Foundation unless authorized by a resolution of the Board of Trustees or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Foundation to a Trustee or officer of the Foundation.

Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination, such instruments may be signed by the President, the Secretary-Treasurer or an Assistant Secretary-Treasurer.

Section 8.4. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 8.5. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.



Article 9 Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any authority of the Board of Trustees. All books and records of the Foundation may be inspected by any Trustee or any Trustee's agent or attorney, for any proper purpose at any reasonable time.

Article 10 Fiscal Year

The fiscal year of the Foundation shall be the calendar year.

Article 11 Seal

The Board of Trustees may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "Corporate Seal" and "Illinois."

Article 12 Notices

Section 12.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to a Trustee, officer or other agent of the Corporation, it shall not be construed to require personal delivery. Such notice may be given by facsimile, electronic mail, telegram, personal delivery or by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such Trustee, officer or individual at his or her address as it appears on the books of the Corporation, and such notice shall be deemed to be given at the time when it is received. Unless otherwise provided by the Articles of Incorporation or these By-Laws, such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-Laws.

Section 12.2. Waiver of Notice. Whenever any notice is required to be given by law, the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article 13 Indemnification and Insurance

Each person who at any time is or shall have been a Trustee, officer, employee or agent of the Foundation or is or shall have been serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust



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or other enterprise, shall be indemnified by the Foundation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this by-law or as amended from time to time, and by any subsequent Illinois not-for-profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Trustees, or otherwise. If authorized by the Board of Trustees, the Foundation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of the adoption of this by-law or as amended from time to time, and by any subsequent Illinois not-for-profit corporation law.

Article 14 Amendment

The Board of Trustees, by the affirmative vote of at least two-thirds of the Trustees then in office, may alter or amend these By-Laws or adopt new By-Laws, provided that any alteration or amendment to Article 4 or Article 5 of these By-Laws that affects the rights of the Member of the Foundation shall be approved by the Member of the Foundation. Such action may be taken at a regular or special meeting of the Board of Trustees for which written notice of the purpose shall be given.