

AMENDED AND RESTATED BY-LAWS

OF

AMERICAN SKIN ASSOCIATION, INC.

ARTICLE 1

MEMBERS

American Skin Association, Inc. (the "Corporation") shall have no members.

ARTICLE 2

BOARD OF DIRECTORS

Section 2.01. *Powers.* The board of directors (the "Board") shall manage the property, business and affairs of the Corporation in accordance with the purposes and limitations set forth herein and in the Certificate of Incorporation, as amended from time to time.

Section 2.02. *Number.* The number of Directors constituting the entire Board shall neither exceed forty (40) nor be fewer than three (3). The Board may increase or decrease this range by amendment of these By-Laws; *provided, however*, that the minimum number of Directors for this range shall not be decreased to a number less than three (3). For purposes of these By-Laws, "entire Board" means the total number of Directors entitled to vote and shall consist of the number of Directors within the abovementioned range that were elected as of the most recently held election of Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 2.03. *Election and Term of Office.* The Directors shall be elected at an annual meeting of the Board by vote of a majority of the Directors present at the time of the vote. All Directors shall serve three-year terms with one-third of the Directors standing for re-election annually. In 1993 one-third of the Directors were elected to a one-year term of office, one-third of the Directors were elected to a two-year term of office, and one-third of the Directors were elected to a three-year term of office in order to rotate expiration of the terms. Except in the case of resignation or removal under these By-Laws, each Director shall hold office until the expiration of his or her term and until his or her successor has been elected and qualified. Directors may serve an unlimited number of terms. No employee of the Corporation shall serve as Chairman of the Board or hold any other title with similar responsibilities.

Section 2.04. *Removal.* Any Director may be removed for cause by vote of a majority of the entire Board. Without limiting what constitutes cause for removal, missing three meetings in any one year without good reason shall constitute cause for removal.

Section 2.05. *Resignation.* Any Director may resign at any time by delivering a written resignation to the Secretary. Unless otherwise specified, the resignation shall take effect upon receipt thereof by the Secretary.

Section 2.06. *Newly Created Directorships and Vacancies.* The Board, by vote of a majority of the Directors then in office, may elect Directors to fill any newly created directorships and any vacancies on the Board. Except in the case of resignation or removal under these By-Laws, any Director elected to fill a vacancy shall hold office until the next annual meeting of the Board at which the election of Directors is in the regular order of business and until his or her successor has been elected and qualified.

Section 2.07. *Place and Time of Meetings.* All meetings of the Board may be held at any place within or without the State of New York. The annual meeting of the Board for the election of officers and for action on such other matters as may be brought before the meeting shall be held at the time and place set by the Board. The annual report of the Corporation shall be presented to the Directors at this meeting and shall be filed with the minutes of the meeting. Regular meetings shall be held four (4) times each year on such day and at such time and place as the Board shall appoint. Special meetings may be called either by the Chairman of the Board whenever he or she deems the same necessary or advisable or by any Director upon written demand of not less than one-fifth (1/5) of the entire Board. The notice shall state the time, place and purpose for which the special meeting is being called.

Section 2.08. *Notice of Meetings.* Notice of the date, time and place of each meeting of Directors shall be given by mail, facsimile or electronic mail no less than ten (10) days prior to the date of the meeting; *provided, however,* that notice of any special meetings to discuss matters requiring prompt action shall be given no less than twenty-four (24) hours before the time at which the meeting is to be held. Notice need not be given to any Director who submits a waiver of notice before or after any meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. Attendance of a Director at any meeting shall constitute a waiver unless the Director protests prior to or at the commencement of the meeting that such notice was not received.

Section 2.09. *Quorum.* One-third (1/3) of all Directors then in office shall constitute a quorum for the transaction of any business at any meeting, except as otherwise required by law (including that if a Director is present and a meeting, a quorum is not lost merely because the director leaves the room during a discussion of a conflict of interest matter involving that director). In the absence of a quorum, a majority of those present may adjourn any meeting to another time and place; *provided, however,* that notice of the meeting be given to Directors not present at the time of the adjournment.

Section 2.10. *Voting.* Except as otherwise provided by law or in these By-Laws, all matters shall be decided by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time. Each Director shall be entitled to one (1) vote. There shall be no voting by proxy.

Section 2.11. *Action Without a Meeting; Telephonic Meeting.* Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board

consent to the adoption of a resolution authorizing such action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board. Directors who are not physically present at a meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at such meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board.

Section 2.12. *Compensation.* A Director shall not receive compensation for services performed in his or her capacity as Director, but shall be entitled to reimbursement for expenses incurred in the performance of his or her duties as Director.

ARTICLE 3 OFFICERS, EMPLOYEES AND AGENTS

Section 3.01. *Officers; Other Employees and Agents.* The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board shall determine. Any two or more offices may be held by the same person, except no person may hold the offices of both President and Secretary. The Board may appoint other employees and agents to serve at the pleasure of the Board. Such employees and agents shall have the authority and perform the duties determined by the Board.

Section 3.02. *Election and Term of Office.* The officers shall be elected at the annual Board meeting by vote of a majority of the Directors present at the time of the vote. Except in the case of resignation or removal under these By-Laws, each officer shall hold office until the next annual Board meeting and until his or her successor has been elected and qualified. Officers may be elected to an unlimited number of terms.

Section 3.03. *Removal.* Any officer may be removed by the Board with or without cause by vote of a majority of the Directors then in office.

Section 3.04. *Resignation.* Any officer may resign at any time by delivering a written resignation to the President or to the Board. Unless otherwise specified, the resignation shall take effect upon receipt thereof by the President or the Board.

Section 3.05. *Newly Created Offices and Vacancies.* New offices may be created and filled at any Board meeting. The Board may elect a successor to fill a vacancy in any office, and the person elected shall serve until the next annual Board meeting.

Section 3.06. *President: Powers and Duties.* The President shall be the chief executive officer of the Corporation. The President and the Treasurer shall present at the annual Board

meeting the report described in Section 3.09 of these By-Laws. The President, in addition, shall perform such other duties as the Board may prescribe.

Section 3.07. *Vice President: Powers and Duties.* In the absence or inability of the President to act, the Vice President shall perform all the duties and may exercise any of the powers of the President. The Vice President shall perform such other duties as the Board may prescribe.

Section 3.08. *Secretary: Powers and Duties.* The Secretary shall keep the minutes of all meetings of the Board and shall perform like duties for committees when required. The Secretary shall also cause proper notice to be given of meetings of the Board and shall perform such other duties as the Board may prescribe.

Section 3.09. *Treasurer: Powers and Duties.* The Treasurer shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation, and deposit all money and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board. At the annual Board meeting, the Treasurer and the President shall present a report showing:

- (a) the assets and liabilities of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to the meeting;
- (b) the principal changes in assets and liabilities during that fiscal period;
- (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, during that fiscal period; and
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during that fiscal period.

The report shall either be verified by the President and Treasurer or by a majority of the Directors or certified by an independent or certified public accountant. The report shall be filed with the minutes of the annual Board meeting. The Treasurer, in addition, shall perform such other duties as the Board may prescribe.

ARTICLE 4 COMMITTEES

Section 4.01. *Executive Committee.* The Board, by resolution adopted by a majority of the entire Board, shall designate from among the Directors of the Board an Executive Committee with no fewer than three (3) members. The Executive Committee shall meet at regular intervals as it may determine and shall generally have all the authority of the Board during intervals between Board meetings except as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;
- (b) the fixing of the compensation, if any, of the Directors for serving on the Board or on any committee;

- (c) the amendment or repeal of these By-Laws or the adoption of new By-Laws; and
- (d) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Any action taken by the Executive Committee shall be reported to the Board at the next meeting of the Board. The President shall attend all meetings of the Executive Committee but shall not have the power to vote unless he or she is a member thereof.

Section 4.02. *Other Board Committees.* The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors of the Board one or more Board committees, each consisting of no fewer than three (3) members. Such committees shall have the authority and duties as shall be specified by the Board, subject to the limitations set forth in parts (a) through (d) of Section 4.01 of these By-Laws. Board committees shall hold regular meetings at least annually if not otherwise specified.

Section 4.03. *Non-Board Committees.* The Board may also create and specify the duties of non-Board committees, which shall be committees of the Corporation. No such committee shall have the authority to bind the Board, and the members of such committees shall be appointed by the Chairman of the Board with the consent of the Board. Such committees shall hold regular meetings at least annually if not otherwise specified and shall stand discharged upon the completion of their function.

Section 4.04. *Meetings.* A special meeting of any committee may be called by the Secretary upon the request of the Chairman of the Board, the President, the chairman of the committee, if any, or a majority of the members of such committee. In order to constitute a quorum for the transaction of business at a meeting of a committee, there shall be present in person at least two (2) members and no less than one-third (1/3) of the total number of committee members. The act of a majority of the committee members present at a meeting at which a quorum is present shall constitute an act of the committee. A written record of the proceedings, recommendations and actions of each committee shall be maintained and shall be reported to the Board as required or requested by the Board.

Section 4.05. *Removal.* Any committee member may be removed with or without cause from committee membership by the same authority by which he or she was appointed.

Section 4.06. *Resignation.* Any committee member may resign at any time by delivering a written resignation to the Chairman of the Board. Unless otherwise specified, the resignation shall take effect upon receipt thereof by the Chairman of the Board.

Section 4.07. *Vacancies.* In the case of a vacancy on a committee, the Board, by resolution adopted by a majority of the Directors, shall elect a successor for the balance of the term of such vacancy.

Section 4.08. *Action Without a Meeting; Telephonic Meeting.* Any action required or permitted to be taken by a Board committee may be taken without a meeting if all members of the committee consent to the adoption of a resolution authorizing such action. Such consent may be written or electronic. If written, the consent must be executed by the committee member by

signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the committee member. The resolution and the written consents shall be filed with the minutes of the proceedings of the committee. Members of any Board committee who are not physically present at a meeting of such committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at such meeting as long as all persons participating in the meeting can hear each other at the same time and each committee member can participate in all matters before the committee, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the committee.

ARTICLE 5 INDEMNIFICATION

Section 5.01. Consistent with the restrictions contained in Article 7 of the New York Not-For-Profit Corporation Law as amended, which is deemed incorporated by reference herein, the Corporation shall indemnify, to the fullest extent permissible by law, any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred by him or her as a result of such action or proceeding or any appeal therein. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person.

Section 5.02. The foregoing right of indemnification shall not be deemed exclusive of any other right to which a Director, officer, employee or agent seeking indemnification may be entitled apart from this Article.

ARTICLE 6 AMENDMENTS

These By-Laws may be amended or revoked and new By-Laws adopted only by a vote of a majority of the entire Board. However, a vote of two-thirds (2/3) of the entire Board shall be required for any amendment which adds, changes or strikes out a provision specifying quorum requirements or a proportion of votes necessary for the transaction of business or of any specified item of business that is greater than the corresponding requirements or proportions specified by the New York Not-For-Profit Corporation Law as amended.

ARTICLE 7 MISCELLANEOUS

Section 7.01. *Fiscal Year.* The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December of each year.

Section 7.02. *Securities.* Unless otherwise specified by the Board, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy,

at any meeting of stockholders of any corporation in which the Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock which the Corporation possesses as the owner thereof.

As approved on April 20, 2016