

AMENDED AND RESTATED BY-LAWS OF TEAR FILM AND OCULAR SURFACE SOCIETY, INC.

Section 1. ARTICLES OF INCORPORATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Incorporation . This Corporation shall be known as the Tear Film & Ocular Surface Society, Inc., hereinafter referred to as TFOS. The specific purpose of this Corporation is to advance the research, literacy and educational aspects of the scientific field of the tear film and ocular surface. These By-Laws, the powers of the Corporation and of its members, directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions as are set forth in the Articles of Incorporation as in effect.

1.2 Location . The principal office of the Corporation in the Commonwealth of Massachusetts is located located at: . The Board of Directors may change the location of the principal office at any time.

1.3 Corporate Seal . The Board of Directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year . The fiscal year of the Corporation shall end on June 30 in each year.

1.5 Gender . The pronoun "he" or "his", when appropriate, shall be construed to mean also "she" or "her" and the word "Chairperson" shall be construed to include a female.

Section 2. MEMBERS

2.1 Members. The Corporation is a membership Corporation and there is no limit on the number of Members the Corporation may admit. Membership shall be open to all scientists, physicians, optometrists and veterinarians , as well as investors, inventors and thought leaders in the tear film and ocular surface field and all other individuals who do research in or who have an interest in the anterior segment of the eye.

2.2 Classes of Membership. There shall be the following classes of Members in TFOS: Regular Members, Members-in-Training, and Honored Members.

2.3 Regular Members. Regular Members shall be restricted to scientists, physicians, optometrists and veterinarians in the tear film and ocular surface field and all other individuals who do research in or who have a professional interest in the tear film and ocular surface. A candidate for Regular membership shall file an application with the Membership Coordinator on the form prescribed by the Board of Directors. The candidate shall become a Regular Member upon payment of applicable dues for the then current year.

2.4 Members in Training. Members-in-Training shall be restricted to pre-doctoral and post-doctoral students at an institution of higher learning in a scientific or clinical field related to the tear film and ocular surface. In no instance may a Member-in-Training retain such membership status in TFOS for longer than seven (7) years. A candidate shall file an application with the Membership Coordinator on the form prescribed by the Board of Directors. The candidate shall become a Member-in-Training upon payment of applicable dues for the then current year.

2.5. Honored Members. A person who has been awarded a TFOS Lifetime Achievement Award will become an Honored Member. TFOS dues will be waived for Honored Members. Lifetime Achievement Awards will be awarded on a case by case basis as determined by the Board of Directors.

2.6. Voting and Holding Office in TFOS. The only classes of membership entitled to vote on any matter or to attend any annual or special business meeting of Members shall be Honored Members and Regular Members, whose payments are not "delinquent" as defined in article 2.8. Unless otherwise required by applicable law, the phrase, "Voting Members" used in these By-laws means and includes only persons within one of these classes.

2.7. Membership Dues.

(a) The dues for each class of membership shall be established annually by the Board of Directors.

(b) Annual dues shall be established on the basis of the calendar year. The dues for a calendar year shall be paid annually on an anniversary basis for each membership category as stated above.

(c) No dues shall be payable by Honored Members.

2.8. Termination of Membership. A Member whose required dues for a calendar year are not paid in full by the anniversary date of that calendar year shall be considered "delinquent." The membership in TFOS of a delinquent Member whose delinquent dues for a year are not paid in full by the anniversary date shall automatically terminate on that date. A Member whose membership has been terminated as provided in this paragraph may be reinstated upon payment of dues for the current year in which the membership was terminated or in subsequent years by applying for membership and being elected thereto in the manner herein provided.

Any Member of any class whose dues are not delinquent may file a written resignation with the Membership Coordinator and shall cease to be a Member of TFOS as of the date the resignation is filed.

2.9. Term. Each Member shall hold membership as long as he or she remains qualified and in good standing, except that membership may be terminated by suspension or expulsion as provided below. All memberships are non-transferable and non-reciprocal. No Member of the Corporation may have any claim, right or interest in or to the assets or property of the Corporation.

2.10. Expulsion. The Board of Directors shall consider and may investigate any charges of unprofessional conduct made against any Member. The Board of Directors shall mail a notice of the charges by first-class or registered mail to the affected Member's last address listed in the Corporation's records not less than fifteen (15) days in advance of the meeting of the Board of Directors to decide the matter. The Member shall then have the opportunity to be heard, orally or in writing, not less than five (5) days before said meeting. Expulsion or censure will require an affirmative vote of three-fourths of the Directors present.

Section 3- MEETINGS OF THE MEMBERS

3.1. Triennial Meeting. Meeting of the Members shall be held every three years at a time and place to be determined by the Board of Directors. This meeting shall include an executive session for the conduct of business of the Corporation. The Chairperson of the Board and the Executive Director shall report on the operation of the Corporation for the preceding years during the triennial meeting of the Members. The primary purpose of the Triennial Meeting of TFOS shall be to provide forums for the presentation of scientific papers. By means of a procedure established by the Board of Directors, the scientific program shall be planned by the Scientific Advisory Council.

3.2 Special Meetings. Special scientific and business meetings of Members of TFOS may be called by the Board of Directors for the times and places that it may designate. In addition such meetings may be convened by the Members entitled to cast five percent (5%) of the total number of votes

eligible to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the place, date, and hour, which shall not be less than two (2) nor more than three (3) months from the date of such written demand.

3.3 Place of Meetings. All meetings of the Members shall be held at such place within or outside the United States as shall be decided by the Board of Directors.

3.4 Notice of Meetings. A notice of each meeting of Members, stating the place, date and time and the purposes of the meeting, shall be given not less than 30 nor more than 180 days before the date of the meeting to each Member who, in the record date for notice of the meeting, is entitled to vote; and to each other Member who, by law, by the Articles of Incorporation or by these By-laws, is entitled to notice, by emailing such notice to such Member at his email address as it appears in the records of the Corporation. Whenever notice of a meeting is required, such notice need not be given to any non-voting Member or if a written waiver of notice, or consent to the holding of the meeting or an approval of the minutes thereof, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.

3.5 Voting. Each Voting Member who is entitled to a vote shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or by electronic means, or duly represented, shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Incorporation or these By-laws. All Voting Members shall be entitled to vote if they have been a Member for at least 30 days.

3.6 Quorum. At any meeting of the Members at least 60 of the Members (whether present in person or by proxy or otherwise duly represented) and entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, by the Articles of Organization or by these By-laws. Any meeting may be adjourned to such date or dates not more than 45 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.7 Program and Procedure. The executive sessions of the Corporation shall be governed by customary parliamentary procedure and rules of order. Any Member wishing to bring new or old business matters before the executive session of the Corporation shall submit this business in writing to the Secretary at least 1 month before the triennial meeting. The Board of Directors shall have the final decision as to which items appear on the agenda of the executive session of the Corporation.

3.8 Proxies . Members may vote either in person or by a written proxy that shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

Section 4. BOARD OF DIRECTORS

4.1 Powers. The affairs of the Corporation shall be managed by the Board of Directors who shall have and may exercise all the powers of the Corporation to the full extent provided by law, the Articles of Incorporation or these By-laws. The Board of Directors shall have all power and responsibility conferred upon a board of directors of a nonprofit corporation by California Code - Division 2: NONPROFIT CORPORATION LAW, as now or hereafter amended, except as those powers or responsibilities may be limited by the Articles of Incorporation or these By-laws. The Board of Directors shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all of its advisory councils, standing and special committees, and representatives to professional and governmental organizations, agents, and employees; and no action or policy shall be action or policy of TFOS unless and until it is adopted, ratified, or approved by the Board of Directors.

4.2 Number and Term. The Board of Directors shall consist of at least (9) directors, including the Executive Director ex officio, the Corporation's first President, the President of the Scientific Advisory Council, two (2) Members who are Regular or Honored Members in good standing, and four (4) independent Directors who are not Members of the Corporation. Each Director shall hold office for a term of three (3) years until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified and there shall be no limitation on the number terms a director can serve. Each Director shall have one vote.

4.3 Election.

a) Nomination of Directors. The Nominating Committee of the Board of Directors will issue an open call for nominations to the Voting Members to nominate Members for Member only Board seats whose term is expiring at the end of the follow year's Triennial Meeting. All nominees who are nominated by the Members shall be added to the online election ballot. By two months before the first day of the TFOS Triennial Meeting, the nominated candidates will be announced online. Independent directors will be nominated by the Board Nominating Committee as outlined in Section 4.5.

(b) Election of Directors. Only the Voting Members shall vote to elect the Successor Directors. The Successor Directors shall be elected by online vote by four weeks before the first day of the Triennial Meeting. Voting Members shall vote online for three (3) candidates. The two Members who received the highest number of votes shall be elected to serve as the Successor Directors. The elected Directors will be announced at the business meeting at the Triennial Meeting. No voting Member shall be permitted to vote for any person whose name is not contained on the electronic voting ballot. The plurality vote of the Voting Members shall be required for election as a Director for the Board of Directors.

(c) Ballots. For the election, the Secretary shall prepare an electronic voting ballot, in the form of a revocable proxy, containing the nominations, and shall e-mail one ballot to each Voting Member in good standing. The electronic voting ballot shall be sent to each such Member's last recorded e-mail address (according to TFOS records), not less than thirty (30) days prior to the Annual Meeting of TFOS. Each Voting Member shall have one week to vote online. The total number of online votes shall be counted and the Successor Director shall be announced at the separate business meeting of the Triennial Meeting.

4.4 Committees. In addition to the committees designated below, the directors may, by vote of a majority of the directors then in office, elect or appoint one or more committees, each consisting of one (1) or more directors, and delegate to any such committee any or all of the powers of the Board of Directors, except those which by law, by the Articles of Incorporation or by these By-laws they are prohibited from delegating. Unless the Board of Directors otherwise designates, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these By-laws for the Board of Directors. The Members of any committee shall remain in office at the pleasure of the Board of Directors. Each committee so designated may make, alter and repeal rules of procedure for the conduct of its business. At any meeting, a majority of the committee members shall constitute a quorum. When a quorum is present at any meeting, a majority of the committee Members present and voting shall decide any question. The committee shall keep minutes of its proceedings which shall be kept with the books and records of the corporation.

4.5 Nominating Committee. The Board of Directors hereby designates a Nominating Committee consisting of at least three (3) Directors. The Executive Director of the Corporation shall be a Member of the Nominating Committee. The Board of Directors shall appoint two (2) more Directors of the Corporation. The members of the Nominating Committee shall be appointed as soon as is practicable after the election of the Board of Directors and shall serve until the next Triennial Meeting of the members for the election of non-Member Directors. The Nominating Committee shall be responsible for selecting at least four (4) qualified independent non-Member nominees to serve on the Board of Directors.

4.6 Election to Board of Directors. The proposed slate of independent appointees to the Board of Directors shall be delivered to the Secretary of the Corporation for inclusion on the Agenda of executive session of the next Triennial Meeting of the Members.

4.7 Executive Committee. The Board of Directors may designate an Executive Committee consisting of at least three (3) Directors who shall have and may exercise all of the powers of the Board of Directors between meetings of the Board of Directors. The Committee shall consist of, at minimum, the Chairperson, the Executive Director and another Director, and at least one shall be a Member Director.

4.8 Annual Meeting. The annual meeting of the Board of Directors shall be held each year at a time and place to be determined by the Board of Directors.

4.9 Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the Chairperson of the Board of Directors or by two or more directors.

4.10 Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by email addressed to him at his usual or last known address at least fourteen (14) days before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Incorporation or these By-laws.

4.11 Quorum. At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation, or these By-laws.

4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Incorporation, members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.15. Vote of Interested Directors. A Director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the Corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he may be counted for purposes of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the Corporation may enter into such contract or transaction.

Section 5 OFFICERS AND SCIENTIFIC ADVISORY COUNCIL

5.1 Duties. The Board of Directors shall be responsible for the general management and supervision of the business and affairs of the Corporation except with respect to those powers reserved to the members by law, the articles of organization or these by-laws. The Board of Directors may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the Board of Directors may impose.

5.2 Number and Qualification. The officers of the Corporation shall be a Chairperson, Treasurer, Secretary and such other officers, if any, as the Board of Directors may determine. The Corporation may also have such agents, if any, as the Board of Directors may appoint. An officer needs to be a Director. A person may hold more than one office at the same time except that no person serving as the Secretary, the Treasurer, may serve concurrently as the Chairperson. The Chairperson shall preside at all meetings of the Board of Directors.

5.3 Executive Director. The Corporation will hire an Executive Director, whose compensation shall be set by the Board of Directors, to run the day-to-day operations of the Corporation. The Executive Director shall be a Voting member of the Board of Directors.

5.4 Election. The Chairperson shall be elected by, shall report to and shall serve at the pleasure of the Board of Directors, until his or her successor is appointed and qualified or until his earlier incapacity, resignation or removal. The Chairperson, Treasurer and Secretary shall be elected annually by the Directors at their annual meeting. Other officers, if any, may be elected by the Board of Directors at any time.

5.5 Tenure. The Chairperson, Treasurer and Secretary shall each hold office until the next annual meeting of the Board of Directors and until his or her successor is chosen and qualified, and each other officer shall hold office until the next meeting of the Board of Directors unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Board of Directors.

5.6 Chairperson. The Chairperson shall be the Chief Executive Officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors and shall preside at all meetings at which he or she is present. The Chairperson shall also have such other powers and duties as customarily belong to the office of Chairperson or as may be designated from time to time by the Board of Directors. Neither the Executive Director nor the President of the Scientific Advisory Council shall be able to serve as the Chairperson of the Board of Directors.

5.7 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He shall oversee its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also oversee all reports and filings required by the jurisdictions where the Corporation is organized or qualified to conduct business, the Internal Revenue Service, and other governmental agencies. He shall have such other duties and powers as designated by the Board of Directors.

5.8 Secretary. The Secretary shall record and maintain records of all proceedings of the Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the Corporation. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Incorporation and By-laws and names and addresses of all Directors. If the secretary is absent from any meeting of directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

5.9 Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation. Persons or groups of persons designated by the Board as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

5.10. Scientific Advisory Council. The Board of Directors shall create a Scientific Advisory Council (SAC). Initially, the SAC shall consist of the current TFOS Governing Board Members. After the next Triennial Meeting, the SAC shall consist of nine (9) Members in good standing elected by the Members at the same time as the Director elections. In addition to such powers and rights as are vested in the SAC by virtue of their membership in the Corporation, the SAC shall help organize the scientific program of the Triennial Meeting and recruit new TFOS Members. Initially, the SAC President will be the current TFOS President-Elect. After his three (3) year term, the SAC shall have a President who is elected by majority vote of the Members of the SAC. The President shall preside at all meetings of the SAC and shall have such other powers and duties as may be determined by the Board of Directors. The SAC shall also have a Secretary who shall maintain records of all SAC proceedings. Refer to Section 4.3 for the election process.

5.11 Term of SAC Appointments. All Members of the SAC shall serve three (3) year terms, until the next triennial meeting of the Members and until their successors are duly elected and qualified or until their earlier incapacity or resignation. Vacancies on the SAC may be filled by the President to serve out the remainder of the unexpired term, until a successor has been elected and qualified.

Section 6 RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any Director or officer may resign at any time by delivering his resignation in writing to the Chairperson of the Board, the Executive Director or the Secretary or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A Director or Officer may be removed with or without cause by the vote of a majority of the Board of Directors then in office. A Director or Officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

6.3 Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the board, may be filled by the Board of Directors by vote of a majority of the Directors then in office. The Board of Directors shall elect a successor if the office of the Chairperson, Treasurer or Secretary becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the Executive Director, Treasurer and Secretary until his successor is chosen and qualified, or in each case until s/he sooner dies, resigns, is removed or becomes disqualified. The Board of Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7 COMPENSATION; PERSONAL LIABILITY

7.1 Compensation. Other than the Executive Director, who shall be an employee of the Corporation, no Director shall be entitled to any salary, compensation or other payment for services rendered as a Director of the Corporation, but may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses, if any, of attendance at each meeting of the Board of Directors.

7.2 No Personal Liability. The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

7.3. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a Director, officer or Director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Section 8 AMENDMENTS

8.1. Amendments. These By-laws may be altered, amended or repealed, and new by-laws may be made, (i) by the affirmative vote of a majority of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present or (ii) by the affirmative vote of a majority of the Members of the Corporation entitled to vote at any regular or special meeting of the Members, in each case, as required by law.