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**Alder BioPharmaceuticals, Inc.**

**Extract: Bylaws Amendment (Plain English Desc)** from a [8-K](#) on 09/16/2019

[SEC Document](#)

[SEC Filing](#)

On September 15, 2019, the board of directors adopted an amendment to Alder's existing Amended and Restated Bylaws (the "Bylaws") by adding a new Section 48 containing a forum selection provision (the "Amendment"). The Amendment provides that, unless Alder consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of Alder; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, stockholder, employee or agent of Alder to Alder or Alder's stockholders; (iii) any action asserting a claim against Alder or any director, officer, stockholder, employee or agent of Alder arising out of or relating to any provision of the Delaware General Corporation Law or Alder's Certificate of Incorporation or Bylaws; or (iv) any action asserting a claim against Alder or any director, officer, stockholder, employee or agent of Alder governed by the internal affairs doctrine of the State of Delaware. In the event that the Court of Chancery of the State of Delaware lacks subject matter jurisdiction over any such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another state or federal court located within the State of Delaware, in each such case, unless the Court of Chancery (or such other state or federal court located within the State of Delaware, as applicable) has dismissed a prior action by the same plaintiff asserting the same claims because such court lacked personal jurisdiction over an indispensable party named as a defendant therein.