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Darden Restaurants, Inc.

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 06/25/2020

[SEC Document](#)

[SEC Filing](#)

On June 24, 2020, the Board approved amendments to the Bylaws of the Company, effective immediately. The amendments to the Bylaws are consistent with revisions to the Florida Business Corporation Act that became effective on January 1, 2020 and include the following changes:

- (a) authorizing the Board to determine that a meeting of the Company's shareholders may be held solely by means of remote communication,
- (b) deleting restrictions that prohibited the Board from delegating to a committee of the Board the authority to approve the issuance of shares or determine certain rights or preferences of shares, and
- (c) adding a requirement that a "Disinterested Director" who may evaluate and approve indemnification of directors, officers and employees as set forth in the Bylaws must meet the requirements to be designated as a "qualified director" as defined in the Florida Business Corporation Act.