

DealPointData.com

AECOM

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 11/20/2020

[SEC Document](#)

[SEC Filing](#)

On November 18, 2020, the Board of Directors of AECOM (the “Company”) adopted amendments to the Company’s Amended and Restated Bylaws (as further amended and restated, the “Bylaws”) to insert “Section 6.10. Forum Selection” (the “Amendment”).

The Amendment generally provides that, unless the Company consents in writing to the selection of an alternative forum, (i) the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action, suit or proceeding brought on behalf of the Company, (b) certain fiduciary duty claims, (c) any action, suit or proceeding arising pursuant to any provision of the Delaware General Corporation Law or the Company’s Certificate of Incorporation or Bylaws or (d) any action, suit or proceeding asserting a claim against the Company governed by the internal affairs doctrine, and (ii) subject to the foregoing, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Notwithstanding the foregoing, the provisions of the Amendment are not to apply to suits brought to enforce any liability or duty created by the Securities Exchange Act of 1934, as amended, or any other claim for which the federal courts of the United States have exclusive jurisdiction.

The Amendment provides that any stockholder filing an action in a court other than the courts in the State of Delaware and within the scope of clause (i) of the preceding paragraph shall have consented to the personal jurisdiction of state and federal courts in the State of Delaware and to certain service of process procedures. The Amendment also provides that any person or entity purchasing or otherwise acquiring any interest in any security of the Company shall be deemed to have notice of and consented to the provisions of the Amendment.