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**Bottomline Technologies, Inc.**

**Extract: Bylaws Amended/Restated (Plain English Desc)** from a [8-K](#) on 11/25/2020

[SEC Document](#)

[SEC Filing](#)

On November 19, 2020, the Board amended and restated the By-Laws to add a new Section 14 to Article I containing exclusive forum selection provisions.

The new Section 14 provides that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, other employee or stockholder of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware or as to which the General Corporation Law of the State of Delaware confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim arising pursuant to any provision of the Company's certificate of the Incorporation or the By-Laws or governed by the internal affairs doctrine.

The new Section 14 also provides that unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any claims arising under the Securities Act of 1933.