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**Teladoc Health, Inc.**

**Extract: Bylaws Amended/Restated (Plain English Desc)** from a [8-K](#) on 02/19/2021

[SEC Document](#)

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On February 19, 2021, the Board of Directors (the “Board”) of Teladoc Health, Inc. (the “Company”) adopted an amendment and restatement of the Company’s bylaws (the “Fifth Amended and Restated Bylaws”) to change the voting standard for the election of directors in uncontested elections from a plurality standard to a majority voting standard. Pursuant to the majority voting standard, in uncontested elections each director shall be elected by a majority of the votes cast with respect to the director, which means that the number of votes cast “for” a director’s election must exceed the number of votes cast “against” that director. In contested elections, which are elections where the number of director nominees exceeds the number of directors to be elected, directors will continue to be elected by a plurality of the votes cast at the meeting. Under the majority voting standard, if a director nominee in an uncontested election fails to receive a majority of the votes cast, such nominee shall offer to tender his or her resignation to the Board, and the Board shall act on the tendered resignation no later than 90 days following certification of the election results. The Board shall also publicly disclose its decision regarding the tendered resignation and the rationale behind its decision.