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Danaher Corporation

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 07/13/2021

[SEC Document](#)

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On and effective July 13, 2021, the Board of Directors of Danaher Corporation (the "Company") amended and restated the Company's Amended and Restated By-laws (as so amended and restated, the "By-laws") to implement an exclusive forum bylaw provision. The provision provides that unless the Company selects or consents to the selection of an alternative forum, the sole and exclusive forum for any complaint asserting any internal corporate claims, to the fullest extent permitted by law and subject to applicable jurisdictional requirements, will be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have, or declines to accept, jurisdiction, another state court or a federal court located within the State of Delaware).

The amendments also (1) allow the Board to fix a record date for determining which shareholders can deliver requests to call a special meeting, specify that only shareholders who submit special meeting requests are entitled to present business or nominations at such special meeting and implement other procedural updates to the special meeting process; (2) confirm and clarify the powers that the chair of a shareholder meeting has in managing the meeting; (3) clarify that the Company officers entitled to mandatory indemnification and advancement of expenses under the By-laws are those officers designated as such by the Board; (4) require the shareholders submitting business or nominations at a shareholder meeting (or their qualified representative) to be present at the meeting to present such business or nominations, and permit the Company to disregard any business or nomination if the proposing shareholder does not comply with the applicable information requirements provided in the By-laws; (5) specify the manner by which shareholders may deliver certain documents to the Company; (6) update the information and representations required to be submitted by nominees for election to the Board; and (7) provide for special powers on the part of directors during an emergency. The By-laws also include a number of other ministerial, clarifying and conforming changes.