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LSB Industries, Inc.

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 01/11/2021

[SEC Document](#)

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On July 19, 2021, the Board approved an amendment and restatement of the Company's bylaws (the "Second Amended and Restated Bylaws") to (i) consolidate the First Amendment, dated February 18, 2010, the Second Amendment, dated January 17, 2014, the Third Amendment, dated February 4, 2014, the Fourth Amendment, dated August 21, 2014, the Fifth Amendment, dated April 26, 2015, the Sixth Amendment, dated December 2, 2015, and the Seventh Amendment, dated December 22, 2015, to the Amended and Restated Bylaws of the Company, dated August 20, 2009, and (ii) add an exclusive forum bylaw. Specifically, new Article XII provides that, as a general rule, unless the Company consents in writing to the selection of an alternate forum, (i) the Court of Chancery of the State of Delaware will be the sole and exclusive forum for each of the following: (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, or other employee or stockholder of the Company, (c) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or bylaws of the Company, (d) any action to interpret, apply, enforce or determine the validity of these bylaws of the Company, or (e) any action asserting a claim governed by the internal affairs doctrine and (ii) the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act.