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AutoNation, Inc.

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 11/18/2021

[SEC Document](#)

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On November 16, 2021, the Board of Directors (the "Board") of AutoNation, Inc. (the "Company") amended and restated the Company's By-Laws (as so amended and restated, the "By-Laws") to, among other things, enable stockholders of record holding at least twenty-five percent (25%) of the Company's common stock to call special meetings of the Company's stockholders, as described below.

The amendments require that any special meeting request be made in writing and include, among other things, (i) a statement of the specific purpose of the meeting and the reasons for conducting such business at the meeting; (ii) the information that would be required to be set forth in a stockholder's notice of a nomination and/or notice of business proposed to be brought before a meeting pursuant to the By-Laws; (iii) a representation that each requesting stockholder, or one or more representatives of each such stockholder, intends to appear in person or by proxy at the special meeting; (iv) an agreement to notify the Company promptly in the event of any disposition prior to the record date for the special meeting and that any disposition of shares prior to the special meeting shall be deemed a revocation of such special meeting request with respect to such disposed shares; (v) the number of shares of common stock owned of record by each such stockholder; and (vi) documentary evidence that the requesting stockholders in the aggregate own at least twenty-five percent (25%) of the common stock of the Company. The amendments also include certain other clarifying and conforming changes. The amendments were effective immediately upon adoption by the Board.