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**C.H. Robinson Worldwide, Inc.**

**Extract: Bylaws Amended/Restated (Plain English Desc)** from a [8-K](#) on 11/23/2022

[SEC Document](#)

[SEC Filing](#)

On November 17, 2022, the Company's Board of Directors approved and adopted amendments to the Company's Amended and Restated Bylaws (the "Bylaws"), effective immediately, to provide that stockholder nominations of director candidates will be null and void where, unless otherwise required by law, any stockholder provides notice pursuant to Rule 14a-19 (the "Universal Proxy Rule") under the Securities Exchange Act of 1934, as amended, and subsequently (i) notifies the Company that such stockholder no longer intends to solicit proxies in support of director nominees other than the Company's director nominees in accordance with the Universal Proxy Rule or (ii) fails to comply with the Universal Proxy Rule. The amended and restated Bylaws also incorporate certain clarifying updates and conforming changes.