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Apartment Income REIT Corp.

Extract: Bylaws Amended/Restated (Plain English Desc) from a **8-K** on 05/23/2023

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On May 22, 2023, the Board of Directors (the "Board") adopted and approved Amended and Restated Bylaws ("A&R Bylaws") of Apartment Income REIT Corp. (the "Company") in furtherance of the Company's previously announced commitment to implement governance enhancements to become effective in connection with the Company's 2023 annual meeting of stockholders ("[2023 Annual Meeting](#)").

The A&R Bylaws reflect the following revisions relative to the previously effective Bylaws of the Company, which have been approved and adopted by the Board, and require no further approval by the Company's stockholders:

- i. Certain technical updates to the requirements for stockholder nominations of directors, including requiring that the nominating stockholder comply with the applicable universal proxy card rules.
- ii. The window for notices of proxy access nominations in connection with the Company's 2023 Annual Meeting is May 29, 2023 through June 28, 2023.

The following additional revisions have been approved by the Board and are reflected in footnotes to the A&R Bylaws, but are not yet effective as they are subject to receipt of the requisite approval of Company stockholders, who are expected to consider and vote on such proposals at the 2023 Annual Meeting:

- i. Effective as of immediately after the Company's 2023 Annual Meeting, directors may be removed at a special meeting of the Company's stockholders called for such purpose, with or without cause, by the affirmative vote of a majority of shares then entitled to vote generally in an election of directors.
- ii. Effective as of immediately after the Company's 2023 Annual Meeting, the Company's stockholders may amend the Bylaws, at an annual or special meeting called for such purpose, by the affirmative vote of a majority of shares then entitled to vote generally in an election of directors.