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NetApp, Inc.

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 11/16/2023

[SEC Document](#)

[SEC Filing](#)

On and effective as of November 15, 2023, the Board approved and adopted amended and restated bylaws (the "Amended and Restated Bylaws"). Among other updates, the Amended and Restated Bylaws:

- update provisions relating to stockholder meetings to, among other things, provide explicitly for virtual stockholder meetings, clarify the manner in which a meeting of stockholders may be adjourned without having to provide additional notice, clarify the voting standard for matters other than the election of directors, and revise the requirements regarding written notice of the annual meeting and availability of the stockholder list to reflect developments in the Delaware General Corporation Law;
- update and expand the procedural and informational requirements for director nominations and other proposals submitted by stockholders under the Company's "advance notice" provisions, including updates to reflect the SEC's adoption of "universal proxy" rules as set forth in Rule 14a-19 under the Securities Exchange Act of 1934, as amended;
- clarify the authority of Company officers to preside at stockholder meetings and take other corporate actions;
- clarify when a plurality voting standard will apply to director elections;
- update the Company's director and officer indemnification provisions;
- clarify the non-officer status of an independent, non-executive chair of the Board;
- eliminate the requirement to issue physical stock certificates; and
- make other non-substantive and conforming revisions and clarifications.