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M&T Bank Corporation

Extract: Bylaws Amended/Restated (Plain English Desc) from a [10-K](#) on 02/21/2024

[SEC Document](#)

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Effective February 21, 2024, M&T's Board of Directors approved and adopted M&T's Amended and Restated Bylaws.

The Amended and Restated Bylaws were adopted to: (i) clarify that stockholder meetings may take place by means of remote communications, in light of updates to the New York Business Corporation Law; (ii) update M&T's bylaws in connection with the SEC rules relating to universal proxy cards, including requiring stockholders providing notice pursuant to Rule 14a-19(b) under the Exchange Act to certify to M&T that they have complied with certain requirements under such rules no later than seven business days prior to the applicable stockholder meeting; (iii) specify that, in connection with a stockholder nomination, proposed nominees and the proposing stockholders, as applicable, must complete a questionnaire and certain representations and agreements in the form provided by M&T; (iv) require any stockholder directly or indirectly soliciting proxies from other stockholders to use a proxy card color other than white; (v) clarify the power of M&T's Board of Directors and the person presiding at each applicable stockholder meeting to establish rules for the conduct of such meetings, including to determine and address deficient nominations or proposals; and (vi) make certain other clarifications and administrative, technical or conforming revisions.