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Montrose Environmental Group, Inc.

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 05/14/2024

[SEC Document](#)

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As previously disclosed in the Current Report on Form 8-K filed by Montrose Environmental Group, Inc. (the "Company") on May 8, 2024, at the Company's 2024 Annual Meeting of Stockholders (the "Annual Meeting"), stockholders of the Company approved amendments to Section 5.2 of Article V and Sections 10.1 and 10.2 of Article X of the Company's amended and restated Certificate of Incorporation (the "Certificate of Incorporation") to remove the supermajority voting requirements contained in those sections which required the holders of at least 66 2/3% of the voting power of the stock outstanding and entitled to vote thereon, voting together as a single class, for stockholders to (i) adopt, amend or repeal, or to adopt any provision of the Certificate of Incorporation; (ii) adopt, amend or repeal, or adopt any provision inconsistent with, any provision of the Bylaws of the Corporation (the "Bylaws"); and (iii) remove directors from office for cause. These amendments to the Certificate of Incorporation became effective upon the filing of a Certificate of Amendment of Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware on May 10, 2024.

In connection with approving the proposed amendments to the Certificate of Incorporation and recommending them to the Company's stockholders for approval, as disclosed in the Company's 2024 definitive proxy statement filed on March 25 in connection with the Annual Meeting, the Board of Directors approved conforming amendments to the Company's Amended and Restated Bylaws (the "Bylaws") to remove the supermajority voting requirements contained in the Bylaws, with such Bylaw amendments contingent upon stockholder approval and implementation of the corresponding amendments to the Certificate of Incorporation. Accordingly, these amendments to the Bylaws became effective upon the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware on May 10, 2024.