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Scholastic Corporation

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 05/15/2024

[SEC Document](#)

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On May 15, 2024, the Board of Directors of Scholastic Corporation (the "Company") approved the amendment of Article III, Section 6 of the By-laws of the Company (the "By-law Amendment"). The purpose of the Amendment is to conform the provisions of the Company's Amended and Restated By-laws regarding the removal of directors, so that it is consistent with Section 141(k) of the Delaware General Corporation Law ("Section 141(k)"). The By-Law Amendment has the affect of confirming that holders of both the Company's shares of Class A Stock and the Company's shares of Common Stock will vote together (with each share of either class being entitled to a single vote per share) in relation to the removal of a director for cause. As provided by Section 141(k), a vote of a majority of the Company's shares entitled to vote (voting together as a single class) will be required to remove a director for cause.