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Dayforce, Inc.

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 10/30/2024

[SEC Document](#)

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On October 29, 2024, the Board of Directors (the "Board") of Dayforce, Inc. (the "Company" or "Dayforce") approved and adopted an amendment and restatement of the Company's Fourth Amended and Restated Bylaws (as amended, the "Bylaws"). Among other matters, the amendments contained in the Bylaws:

(i) enhance the advance notice provisions by (a) adjusting the notice window for stockholders to propose business or nominate directors to be considered at annual meetings to not less than 90 and not more than 120 days before the anniversary of the prior year's meeting, (b) refining disclosure requirements of proposing stockholders, proposed director nominees and business proposals, (c) clarifying the Board's authority to determine whether a business proposal or director nominee was properly brought before the meeting, (d) requiring a general update and supplement of previously provided disclosures and (e) addressing the new universal proxy rules adopted by the U.S. Securities and Exchange Commission by clarifying that no person may solicit proxies in support of a director nominee other than the Board's nominees, unless such person has complied with Rule 14a-19 under the Securities Exchange Act of 1934, as amended, including applicable notice and solicitation requirements;

(ii) add a forum selection provision to provide that (a) the Delaware Court of Chancery shall be the exclusive forum for (1) any derivative action, suit or proceeding brought on behalf of Dayforce, (2) any action, suit or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer or stockholder of Dayforce to Dayforce or to Dayforce's stockholders, (3) any action, suit or proceeding arising pursuant to any provision of the Delaware General Corporation Law, the Certificate of Incorporation or the Bylaws, or (4) any action, suit or proceeding asserting a claim against Dayforce governed by the internal affairs doctrine; and (b) the U.S. federal district courts shall be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the Securities Act of 1933, as amended;

(iii) include resignation procedures for officers of the Company that align with existing resignation procedures for directors of the Company; and

(iv) update the stockholders list access provision to include electronic lists as an additional means to provide the list of stockholders entitled to vote at a meeting of stockholders.

The amendments contained in the Bylaws also incorporate certain technical, conforming, modernizing, and clarifying changes.