

## **Gulf Island Fabrication, Inc.** **Corporate Governance Guidelines**

The Board of Directors (the “Board”) of Gulf Island Fabrication, Inc. (the “Company”) has established the following corporate governance guidelines (the “Guidelines”) based on the recommendation of the Corporate Governance and Nominating Committee to assist the Board in the exercise of its responsibilities. These guidelines, along with the charters of the standing committees of the Board, provide the framework for the governance of the Company and reflect the Board’s commitment to monitor the effectiveness of policy and decision-making at both the Board and management levels. These guidelines are subject to future refinement or changes as the Board may find necessary.

These Guidelines will be posted on the Company’s website together with the charters of the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee of the Board of Directors. The Company’s annual report and the Company’s proxy statement will each disclose that these Guidelines and the Committee charters are available on the Company’s website and that printed versions are available, free of charge, to any shareholder who requests them from the corporate secretary.

### **I. Role of the Board**

The directors are elected by the shareholders to oversee the Company’s management. At all times, each director is required to exercise his or her independent business judgment to act in a manner he or she reasonably believes to be in the best interests of the Company and its shareholders. The responsibilities of the Board, some of which shall be exercised in part through the Committees, include the following:

- Providing general oversight of the business.
- Providing active leadership in defining the content and operation of the Company’s legal and ethical compliance programs and providing oversight of legal and ethical conduct.
- Selecting, appointing and evaluating the performance of the chief executive officer and other executive officers.
- Replacing the chief executive officer and other executive officers when necessary.
- Reviewing and approving management’s strategic and business plans, including developing a depth of knowledge of the business being served, understanding and examining the assumptions upon which such plans are based as explained by management, and reaching an independent judgment as to the likelihood that management’s plans can be realized.
- Reviewing and approving the Company’s financial objectives, plans and actions, including significant capital allocations and capital expenditures.
- Reviewing and approving material transactions not in the ordinary course of the Company’s business.
- Monitoring corporate performance against the Company’s strategic and business plans, including overseeing operating results on a regular basis to evaluate the management of the business.
- Evaluating Board performance and processes.
- Nominating, compensating and evaluating directors.

{B1289717.2}

- Assessing major risk factors relating to the Company and its performance and reviewing measures to address and mitigate such risks.

## **II. Independence of Directors.**

At all times, to comply with the rules and regulation of the Securities and Exchange Commission (“SEC”) and the NASDAQ Stock Market (“NASDAQ”) listing rules, (1) the Board shall have a majority of independent directors; (2) each of the Audit, Compensation, and Nominating and Corporate Governance committees shall consist of independent members; and (3) the members of the Audit and Compensation committees shall meet the heightened standards of independence provided therein.

### Conflicts of Interest; Related Party Transactions

Occasionally a director’s business or personal relationships may give rise to a material interest that conflicts, or appears to conflict, with the interests of the Company. A director shall advise the Board immediately of all such conflicts or potential conflicts of interest, as well as any situation that might appear to be a conflict of interest, involving such director. The Board, after consultation with counsel, shall take appropriate steps to ensure that all directors voting on an issue are disinterested. In appropriate cases, the affected director will be recused from any discussion or vote related to the issue. To avoid any appearance of a conflict, Board decisions on certain matters of corporate governance shall be made solely by independent directors and/or by the appropriate committee comprised solely of independent directors. These matters include executive compensation, and the selection, evaluation, and removal of the chief executive officer. In addition, as provided in its charter, the Audit Committee shall conduct an appropriate review and oversee all related party transactions for potential conflict of interest situations on an ongoing basis, and all such related party transactions must be approved by the Audit Committee.

## **III. Composition of the Board**

### Considerations for Selection

The Corporate Governance and Nominating Committee may set specific, minimum qualifications that candidates for directors must satisfy to be recommended to the Board for nomination. At all times, the Corporate Governance and Nominating Committee shall refrain from recommending any person for nomination if such person would be 78 years of age or older at the time of his or her election. The Corporate Governance and Nominating Committee shall seek potential director nominees with integrity and proven business judgment, management ability and a diverse mix of backgrounds, experiences, opinions, perspectives, skills, and orientations, including:

- Accounting/financial expertise
- Capital markets/banking experience
- Energy or energy service industry experience
- Environmental compliance/corporate responsibility expertise
- Human capital management experience
- Experience serving as a chief executive officer or other senior corporate executive

- Industrial construction/fabrication management experience
- Legal and regulatory compliance expertise
- Marine industry experience
- Shipbuilding industry experience
- Public company board experience

The Corporate Governance and Nominating Committee has adopted a formal written board diversity policy with regard to considering diversity (e.g. gender, race and nationality) in identifying potential director nominees. Pursuant to the Policy, in selecting qualified nominees to serve as directors, the Corporate Governance and Nominating Committee strives for inclusion of diverse groups, knowledge and viewpoints within the Board, considering various matters of diversity, including, but not limited to, gender, race, religion, sexual orientation and disability. The Corporate Governance and Nominating Committee is committed to seek out and consider highly qualified diverse candidates to recommend to the Board as director nominees and to select director nominees with backgrounds and experiences that, when combined with those of our other directors, will bring a broad range of complementary skills, expertise, industry and regulatory knowledge and diversity of perspectives to our Board. The Corporate Governance and Nominating Committee evaluates each individual in the context of our Board as a whole, with the objective of nominating persons for election to our Board who can best perpetuate the success of our business, be an effective director in conjunction with our full Board and represent shareholder interests through the exercise of sound judgment.

The Corporate Governance and Nominating Committee shall have sole authority to retain and terminate any search firm used to identify candidates for director and shall have the sole authority to approve the search firm's fees and other retention terms.

### Selection Process

In accordance with the policies and principles in its charter, the Corporate Governance and Nominating Committee is responsible for identifying, considering and recommending to the Board qualified candidates for directorship.

Our Corporate Governance and Nominating Committee will consider director candidates recommended by our shareholders for nomination for election to our Board. Any shareholder may suggest a nominee by sending the following information to our Board: (i) the proposing shareholder's name, address and telephone number, (ii) the number of shares of our common stock beneficially owned by the proposing shareholder and the suggested nominee, (iii) the suggested nominee's name, age, business and residential addresses and telephone number, (iv) a statement that the suggested nominee knows that his or her name is being suggested by the proposing shareholder, and that he or she has consented to being suggested and is willing to serve, (v) the suggested nominee's resume or other description of his or her background and experience and (vi) the proposing shareholder's reasons for suggesting that the individual be considered. The information should be sent to the Corporate Governance and Nominating Committee of our Board addressed as follows: Chairman - Corporate Governance and Nominating Committee of Gulf Island Fabrication, Inc., 16225 Park Ten Place, Suite 300, Houston, Texas, 77084. Shareholders may also directly nominate candidates for election at a

meeting of shareholders pursuant to specific procedures provided in the Company's By-laws; those provisions are set forth in Appendix A hereto.

#### Director Tenure; Director Resignation Policies

The Board has not established term limits for directors. Directors who have served on the Board for an extended period of time are often able to provide valuable contributions and insights into the Company's operations based on their experience with, and understanding of, the Company's business. However, the Corporate Governance and Nominating Committee will consider a director's tenure when evaluating whether to recommend the director to the Board for re-nomination, and will not recommend a director for re-nomination if such director would be 78 years of age or older at the time of reelection.

The Board has adopted a director resignation policy. The policy requires that directors provide a written offer of resignation (which may be by electronic transmission) that the Corporate Governance and Nominating Committee will consider and will recommend to the Board whether to accept or reject or whether other action should be taken, in the event that (1) a director nominee fails to receive an affirmative vote of a majority of votes cast with respect to such director nominee in an uncontested election; or (2) a director has a material change in his or her principal occupation, employment or business association or job responsibilities, including retirement, or he or she is asked to join another company board where a potential conflict of interest may arise.

In addition, subject to the Company's Articles of Incorporation and By-laws, the following guidelines govern a Director's tenure:

- Employee directors will resign from the Board when they retire, resign or otherwise cease to be employed by the Company.
- A non-employee Director who plans to join the board of another company is not required hereby to offer to resign from our Board, but any such director must notify and consult with our Chairman of the Board prior to joining another company's board of directors, subject to the required resignation pursuant to the Company's director resignation policy if a new directorship may create potential conflict(s) of interest.

Finally, the Board believes that a director should offer his or her resignation if there is a substantial conflict of interest between the director and the Company or the Board and such conflict cannot be resolved to the satisfaction of the Board.

#### **IV. Director Compensation**

The Compensation Committee shall annually review and make recommendations to the full Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based plans. A director who is also an officer of the Company shall not receive additional compensation for serving on the Board or any committee of the Board.

#### **V. Stock Ownership Guidelines and Hedging and Pledging Restrictions**

##### Stock Ownership Guidelines

Directors, executive officers and other key employees are expected to hold meaningful equity positions in the Company either through direct stock ownership or the ownership of restricted stock or restricted stock units. A portion of each director's, executive officer's and other key employee's (as may be designated by the Compensation Committee) annual compensation shall be in the form of an equity-based award in order to better align the interests of directors, officers and shareholders.

No later than the later of (i) April 24, 2021 and (ii) five years after becoming a director, all directors are expected to hold at least 15,000 shares of the Company's stock, including unvested restricted stock or RSUs, for the duration of their remaining tenure as a director of the Company; provided, that if during a director's first five years after becoming a director, the board does not receive equity-based compensation then such director will have an additional year to reach compliance for each year equity-based compensation is not awarded. With respect to Robert Averick, shares of the Company's stock owned by Piton Capital Partners, LLC will be deemed to be beneficially owned by Mr. Averick for purposes of determining whether Mr. Averick satisfies the required stock ownership levels for directors contained herein. Compliance with these stock ownership guidelines by Directors shall be reviewed each year by the Corporate Governance and Nominating Committee as part of the director nomination and selection process.

No later than April 30, 2021 (with respect to current executive officers and other key employees as the Compensation Committee may designate from time to time), or five years from the date such person becomes subject to these stock ownership guidelines, executive officers and other key employees are expected to hold shares of the Company's stock, including any unvested restricted stock or RSUs granted to them, in an amount equal to 2.0 times such person's base salary in the case of the chief executive officer and 1.25 times such person's base salary in the case of all other executive officers and other key employees. The value of a share shall be measured as the greater of the then current market price or the award date valuation price per share of the Company's common stock. To the extent any executive officer or other key employee fails to satisfy this requirement at any time (including as a result of a decline in the price of the Company's common stock), such individual shall be prohibited from selling any shares of the Company's stock until such time as he or she regains compliance with the stock ownership requirements contained herein. Compliance with these stock ownership guidelines by the executive officers and other key employees shall be reviewed each year by the Compensation Committee as they consider each individual's compensation for the following year.

## Hedging, Pledging and Trading Restrictions

Directors and executive officers are prohibited from holding any Company stock in a margin account or engaging in any transaction that would have the effect of hedging the economic risk of ownership of their Company stock.

Directors and executive officers may not borrow against any account in which Company stock is held or pledge Company stock as collateral for a loan or for any other purpose, except that such insiders may pledge Company stock as collateral for a loan if:

- such shares are not pledged as collateral for a margin loan;
- such executive or director establishes that they have the financial capacity to repay the loan without resorting to the pledged securities;
- such executive or director has notified the Corporate Secretary prior to the execution of documents evidencing the proposed pledge; and
- any shares pledged will not be considered owned for purposes of the stock ownership guidelines applicable to the executive or the director.

Any pledging of or trading in Company stock by directors and executive officers shall be subject to the additional restrictions set forth in the Company's Insider Trading Policy.

## **VI. Responsibilities and Functions of the Board**

### In General; Orientation

Each director is expected to attend every meeting of the Board and of any committee of which he or she is a member. In addition, directors are expected to devote significant time to understanding the affairs of the Company such that they may contribute their informed business judgment to the oversight of the Company's affairs. In particular, directors shall devote sufficient time to preparing for meetings of the Board and of any committee of which they are members, including a full and complete review of all meeting materials that are distributed in advance. The Chairman of the Board or the Chairman of the applicable committee will ensure that all materials to be reviewed and/or items to be discussed by the Board or the applicable committee are presented to each director sufficiently in advance of meetings to allow for such preparation.

On joining the Board, new directors will be provided with comprehensive orientation materials developed by or under the oversight of the Corporate Governance and Nominating Committee. At the first full Board meeting after the election of a new director, management and the Board of Directors will make presentations aimed at introducing the new director to the affairs of the Company, including its corporate strategy and any significant management initiatives. In addition, in order to promote the continuing education of the directors, meetings of the Board may be combined with site and facility visits and presentations from the management

of the Company's business and operating subsidiaries. The location of Board meetings may be rotated in order to facilitate such visits and presentations.

#### Selection of Chairman and/or the Chief Executive Officer

The Board will appoint a Chairman of the Board. To ensure that the Board remains independent and responsive to shareholder interests, the roles of the Chairman of the Board and the chief executive officer shall not be held by the same person.

The Corporate Governance and Nominating Committee shall recommend to the Board the process by which the chief executive officer will be selected or replaced.

#### Role and Responsibilities of the Chairman of the Board

The Chairman of the Board is responsible for leading the Board and facilitating the relationship between management and the Board to ensure the provision of timely and accurate information to the Board. In addition, the Chairman of the Board: (1) presides at all meetings of the Board and executive session of its independent directors; (2) presides at the annual meeting of shareholders; (3) in consultation with the chief executive officer and legal counsel, approves the agenda of all Board meetings; (4) serves as a liaison between the independent directors and senior management; and (5) has the authority to call meetings of the Board.

#### Management and Chairman Succession Planning

The chief executive officer shall develop and maintain a process for advising the Corporate Governance and Nominating Committee and the Board on succession planning for the chief executive officer and the other executive officers. This process should include issues associated with preparedness for the possibility of an emergency situation involving senior management, the long term growth and development of the senior management team, and identifying the chief executive officer's successor, when necessary. The chief executive officer shall review this plan annually with the Corporate Governance and Nominating Committee, which is responsible for overseeing management succession plans. Similarly, the Chairman of the Board shall review his succession plan annually with the Corporate Governance and Nominating Committee, which is responsible for the process by which the Chairman will be selected or replaced.

#### Evaluation of the Chief Executive Officer & Other Key Employees

The Compensation Committee is responsible for evaluating the performance of the chief executive officer and other key employees in light of the goals and objectives it has set for the year under review. The results of this review are discussed with such individuals and shall form the basis of the Compensation Committee's approval of their overall compensation.

#### Assessment of Board Process and Performance

The directors shall conduct a self-evaluation at least annually and, with the assistance of the Corporate Governance and Nominating Committee, shall assess the performance of the

Board, its Chairman, and the Board processes. Each Committee shall also review its own performance annually and shall conduct an annual review and reassessment of its charter and shall recommend any proposed changes to its charter to the full Board for approval.

The Corporate Governance and Nominating Committee shall also review the performance, preparation and contribution of individual directors when considering whether to recommend nominating directors for reelection.

### Corporate Strategy

Periodically, the Board, together with senior management, shall devote a substantial amount of time to discussing and providing direction for the corporate strategic plan. Throughout the year, any significant corporate strategy decision shall be brought to the Board for review and approval. At each meeting, management will update the Board on the progress of the corporate strategy and any significant changes in strategy.

### Executive Session of Non-Management Directors/Independent Directors; Access to Management and Advisors

At each regularly scheduled board meeting, the non-management directors shall meet in executive session without any management participation. In addition, if any of the non-management directors are not independent under the NASDAQ listing rules, the independent directors shall meet separately at least twice a year, and otherwise as needed. No negative inference shall be drawn from such regular sessions.

In addition, the non-management directors shall have access to the management of the Company and may request the presence of any member of management at any meeting of the Board or of a committee of the Board. Where necessary and appropriate, including as provided in the charters of the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee, the directors may retain independent advisors and shall have sufficient funds for such purpose.

## **VII. Board Committees**

### Number, Structure and Independence

The duties and membership of the committees of the Board are summarized below. Only independent directors may serve on the Audit Committee, the Corporate Governance and Nominating Committee, and the Compensation Committee

### Functioning of Committees

Each standing committee shall have a written charter setting forth its purpose, its membership and its authority and responsibilities. Each committee shall review the adequacy of its charter annually and recommend changes to the full Board for approval. Subject to the Company's By-laws, the Board may form new committees or disband a current committee (except for the Audit Committee and the Compensation Committee) as appropriate. Subject to each committee's charter, the chair of each committee determines the frequency, length and

{B1289717.2}

agenda of committee meetings. Subject to the Company's By-laws and applicable laws and regulations, the Board shall reserve the right to perform any function or exercise any authority that has been delegated to any committee through its charter or otherwise.

### Committees

The current standing committees and the purpose of each standing committee are as follows:

#### *Audit Committee*

The Audit Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities relating to: (1) the quality and integrity of the accounting, auditing, disclosure controls and procedures, internal control over financial reporting and financial reporting practices of the Company, (2) the independent registered public accounting firm's qualifications and independence, (3) the performance of the Company's independent registered public accounting firm, and (4) review and approval or ratification of any transaction that would require disclosure under Item 404(a) of Regulation S-K of the rules and regulations of the SEC. The Audit Committee shall also prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement, and shall review related party transactions for potential conflicts of interest and oversee related party transactions on an ongoing basis.

#### *Compensation Committee*

The Compensation Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities relating to: (1) discharging the Board's responsibilities relating to compensation of the Company's officers; and (2) administering the Company's cash-based and equity-based incentive compensation plans. The Compensation Committee has overall responsibility for approving, evaluating and recommending to the Board all compensation plans of the Company and to administer and interpret such plans. The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's annual proxy statement to the extent required by the SEC's rules.

#### *Corporate Governance and Nominating Committee*

The Corporate Governance Committee and Nominating Committee assists the Board in fulfilling its oversight responsibilities by (1) identifying, considering and recommending to the Board candidates to be nominated for election or reelection to the Board or as necessary to fill vacancies and newly-created directorships; (2) monitoring the composition of the Board and its committees and making recommendations to the Board on membership of the committees; (3) maintaining the Company's Corporate Governance Guidelines and recommending to the Board any desirable changes; (4) evaluating the effectiveness of the Board and its committees; (5) addressing any related matters required by the federal securities laws or the NASDAQ (or such other exchange or trading market on which the Company's common stock is listed or traded) and (6) overseeing the succession plan process for each of the Company's executive officers and the Chairman of the Board.

### Communications with the Board of Directors

Shareholders or other interested parties may communicate directly with one or more members of the Board, or the independent directors as a group, by writing to the director or directors at the following address: Gulf Island Fabrication, Inc., Attn: Board of Directors or the name of the individual director or directors, 16225 Park Ten Place, Suite 300, Houston, Texas 77084. The Company will forward the communication to the Chairman of the Board or the appropriate director or directors for response.

---

Recommended by the Corporate Governance and Nominating Committee and adopted by the Board of Directors on March 3, 2020.

## Appendix A

Excerpt of the Company's By-laws  
(a complete copy of the Company's By-laws may be found on the Company's website at <https://ir.gulfisland.com/>)

### **ARTICLE II, Section 2.9**

#### **Section 2.9 Advance Notice.**

(a) At an annual meeting of shareholders, only such business shall be conducted (except for the election of directors in accordance with the procedures below in subpart (b)) as shall have been brought before the annual meeting (x) pursuant to the Corporation's notice of annual meeting (or any supplement thereto), (y) by or at the direction of the Board of Directors or any committee thereof or (z) by any shareholder of the Corporation who was a shareholder of record of the Corporation at the time the notice provided for in this Section 2.9(a) is received by the Secretary of the Corporation, who is entitled to vote at the annual meeting, and who complies with the notice procedures set forth in this Section 2.9(a). Except for proposals properly made in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and included in the Corporation's notice of the annual meeting (and therefore included in the business of the annual meeting pursuant to the foregoing clause (x)), the foregoing clause (z) shall be the exclusive means for a shareholder to propose business to be brought before an annual meeting of shareholders. For business to be properly brought before an annual meeting by a shareholder pursuant to the foregoing clause (z), the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such proposed business must constitute a proper matter for shareholder action. To be timely, a shareholder's notice must be received by the Secretary at the principal office of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than ninety (90) days after such anniversary date, or if no annual meeting was held in the preceding year, notice by the shareholder to be timely must be so received not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such annual meeting is first made. In no event shall an adjournment, or postponement of an annual meeting for which notice has been given (or with respect to which there has been a public announcement of the date of the annual meeting) commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above. A shareholder's notice to the Secretary shall set forth:

(i) as to each matter the shareholder proposes to bring before the annual meeting, a brief description of the business desired to be brought before the annual meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event such business includes a proposal to amend the By-laws, the language of the proposed amendment) and the reasons for conducting such business at the annual meeting;

(ii) the name and address, as they appear on the Corporation's books, of the shareholder proposing such business and the Shareholder Associated Person (as defined below), if any, on whose behalf the proposal is made;

(iii) the class, series and number of shares of the Corporation which are directly or indirectly owned beneficially or of record by the shareholder, and a Shareholder Associated Person, if any;

(iv) any material interest of the shareholder and Shareholder Associated Person, if any, in such business;

(v) a description of any agreement, arrangement or understanding with respect to the proposal between or among such shareholder and such Shareholder Associated Person, if any;

(vi) a description of any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder or such Shareholder Associated Person, if any, has a right to vote, directly or indirectly, any stock of the Corporation or pursuant to which any other person has the right to vote, directly or indirectly, any stock owned by such shareholder or Shareholder Associated Person, if any;

(vii) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the shareholder's notice by, or on behalf of, such shareholder and such Shareholder Associated Person, if any, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such shareholder and such Shareholder Associated Person, if any, with respect to shares of stock of the Corporation;

(viii) a representation that the shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business; and

(ix) a representation that the shareholder or Shareholder Associated Person, if any, intends, or is part of a group which intends (i) to deliver a proxy statement and/or form of proxy to holders of record of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal and/or (ii) otherwise to solicit proxies from shareholders in support of such proposal.

For purposes of this Section 2.9, the term "Shareholder Associated Person" of any shareholder shall mean (A) any person controlling, directly or indirectly, or acting in concert with, such shareholder, (B) any beneficial owner of shares of stock of the Corporation owned of record or beneficially by such shareholder, (C) any person controlling, controlled by or under common control with such Shareholder Associated Person, and (D) any person acting in concert with any of the foregoing.

Notwithstanding anything in these By-laws to the contrary, no business (except for the election of directors in accordance with the procedures below in subpart (b)) shall be conducted at an

{B1289717.2}

annual meeting except in accordance with the procedures set forth in this Section 2.9(a). The presiding officer of an annual meeting shall, if the facts warrant, determine and declare to the annual meeting that business was not properly brought before the annual meeting and in accordance with the provisions of these By-laws, and if he or she should so determine, he or she shall so declare to the annual meeting and any such business not properly brought before the annual meeting shall not be transacted. Notwithstanding the foregoing provisions of this Section 2.9(a), unless otherwise required by law or otherwise determined by the presiding officer of the annual meeting, if the shareholder does not appear in person or is not represented by proxy at the annual meeting to present the proposed business, such proposed business shall not be transacted.

(b) Unless provided otherwise in the Articles of Incorporation, nominations of persons for election to the Board of Directors of the Corporation may be made at an annual meeting of shareholders or a special meeting of shareholders at which directors are to be elected pursuant to the Corporation's notice of meeting (x) by or at the direction of the Board of Directors or any committee thereof or (y) by any shareholder of the Corporation entitled to vote for the election of directors at the meeting who was a shareholder of record of the Corporation at the time the notice provided for in this Section 2.9(b) is received by the Secretary of the Corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.9(b). For nominations to be properly made by a shareholder pursuant to this Section 2.9(b), the shareholder must have given timely notice in writing to the Secretary of the Corporation. To be timely with respect to an annual meeting, a shareholder's notice must be received by the Secretary at the principal office of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than ninety (90) days after such anniversary date, or if no annual meeting was held in the preceding year, notice by the shareholder to be timely must be so received not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such annual meeting is first made. To be timely with respect to a special meeting at which directors are to be elected pursuant to the Corporation's notice of special meeting, a shareholder's notice must be received by the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement of the date of such special meeting is first made. In no event shall the public announcement of an adjournment of an annual or special meeting commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above. Such shareholder's notice shall set forth:

(i) as to each person whom the shareholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected);

(ii) as to the shareholder giving the notice and the Shareholder Associated Person, if any, on whose behalf the nomination is made (i) the name and address, as they appear on the Corporation's books, of such shareholder and of such Shareholder Associated Person, if any, and (ii) the class, series and number of shares of the Corporation which are directly or indirectly owned beneficially or of record by such shareholder and Shareholder Associated Person, if any;

(iii) a description of any agreement, arrangement or understanding with respect to the nomination between or among such shareholder and such Shareholder Associated Person, if any, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing;

(iv) a description of any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder or such Shareholder Associated Person, if any, has a right to vote, directly or indirectly, any stock of the Corporation or pursuant to which any other person has the right to vote, directly or indirectly, any stock owned by such shareholder or Shareholder Associated Person, if any;

(v) a representation that the shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such nomination; and

(vi) a representation whether the shareholder or Shareholder Associated Person, if any, intends, or is part of a group which intends (i) to deliver a proxy statement and/or form of proxy to holders of record of at least the percentage of voting power of all of the shares of capital stock of the Corporation reasonably believed by the shareholder or the Shareholder Associated Person, as the case may be, to be sufficient to elect the nominee or nominees proposed to be nominated by the shareholder and/or (ii) otherwise to solicit proxies from shareholders in support of such nomination.

At the request of the Board of Directors any person nominated by the Board of Directors for election as a director shall furnish to the Secretary of the Corporation that information required to be provided by a shareholder nominee pursuant to this Section 2.9(b).

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 2.9(b). The presiding officer of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by this Section 2.9(b), and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section 2.9(b), unless otherwise required by law or otherwise determined by the presiding officer of the meeting, if the shareholder does not appear in person or by proxy at the meeting to present the proposed nomination, such proposed nomination shall not be made or considered.

(c) In addition to the provisions of this Section 2.9, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth herein.

(d) Nothing in this Section 2.9 shall be deemed to affect any rights of the holders of any series of Preferred Stock of the Corporation (if and when outstanding) or the rights of a shareholder pursuant to Rule 14a-8 under the Exchange Act.

(e) In accordance with Section 2.4 of these By-laws, only such business (except for the election of directors in accordance with the procedures below in subpart (b) of this Section 2.9) shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the Corporation's notice of special meeting.