

I love the idea behind the Proxy Access Rules, but unless these rules override Anti-takeover provisions like the ones below, they won't be of much use. For these rules to have teeth, they must supercede provisions in company bylaws like these:

Anti-takeover Provisions

Election and Removal of the Board of Directors. Our certificate of incorporation, as amended, provides that our board of directors be divided into three classes. Directors are elected for staggered terms of three years each, with the term of office of only one of the three classes of directors expiring each year. As a result, only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective terms. **Between stockholder meetings, directors may be removed by our stockholders only for cause, and our certificate of incorporation, as amended, provides that stockholders holding 80% of the issued and outstanding shares must vote to remove directors for cause. Further, any newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the board resulting from death, resignation, retirements, removal or other cause may be filled only by a majority vote of the directors then in office.** These provisions may deter a stockholder from removing incumbent directors and from simultaneously gaining control of the board of directors by filling the resulting vacancies with its own nominees. Consequently, the existence of these provisions may have the effect of deterring hostile takeovers, which could depress the market price of our common stock.

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