
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): April 10, 2014

Communications Systems, Inc.

(Exact name of Registrant as Specified in its Charter)

Minnesota

(State Or Other Jurisdiction Of Incorporation)

001-31588

(Commission File Number)

41-0957999

(I.R.S. Employer Identification No.)

10900 Red Circle Drive

Minnetonka, MN

(Address Of Principal Executive Offices)

55343

(Zip Code)

(952) 996-1674

Registrant's Telephone Number, Including Area Code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 10, 2014, Jeffrey Berg, a director of Communications Systems, Inc. (“Company”), advised the Board of Directors (“Board”) that he will retire as a director as of the Company’s 2014 Annual Meeting of Shareholders, currently scheduled for June 4, 2014 (“2014 Annual Meeting”).

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In a written action taking effective as of April 16, 2014, the Board amended Section 3.2 of the Company’s Bylaws.

As amended, Section 3.2 enables the Board, by resolution, to fix the number of directors that constitute the whole Board. The Board now has the authority to increase or decrease the number, subject to provisions in Minnesota law, the Company’s Articles of Incorporation, or the Company’s Bylaws that limit the ability of the Board to remove directors during a term of office to which they have been elected.

Former Section 3.2 of Bylaws set the number of directors at eight directors and gave the Board authority to increase, but not decrease, the number without shareholder approval. The Board amended Section 3.2 as reported above to simplify and make more efficient the process to increase or decrease the number of directors when the Board determines a change is appropriate.

As reported in Section 5.02 above, Mr. Berg advised the Board that he is resigning as a director as of the date of the Company’s 2014 Annual Meeting. Upon the effective date of Mr. Berg’s resignation, the size of the Board will be reduced from seven to six directors.

On April 14, 2014, the Company filed a Preliminary Proxy Statement with the Securities and Exchange Commission seeking shareholder approval to amend the Company’s Articles of Incorporation to declassify its Board effective with the 2014 Annual Meeting of Shareholders. If this change is approved by the Company’s shareholders, the Board will make further conforming changes to its Bylaws.

Item 9.01. Financial Statements and Exhibits.

The following Exhibit is attached:

Exhibit 3.2	Exhibit 3.2 of the Company’s Bylaws, as amended April 16, 2014.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMUNICATIONS SYSTEMS, INC.

By: /s/ Edwin C. Freeman
Chief Financial Officer

Date: April 16, 2014

Section 3.2 of the Company's ByLaws now reads as follows:

3.2) Number and Classes of Directors. The number of directors that constitute the whole Board of Directors will be fixed from time to time by resolution of the entire Board of Directors then holding office. The number of directors may be increased or, subject to Minn. Stat. Section 302A.223, decreased at any time by resolution of the entire Board of Directors then holding office, subject to any limitation otherwise specified in these bylaws or in the Company's Articles of Incorporation, as the same may be from time to time amended. The directors shall be divided into three (3) classes, as nearly equal in number as the then total number of directors constituting the whole Board permits, with the term of office of one class expiring each year. Each director shall be elected to hold office for a term expiring at the third succeeding annual meeting of shareholders following the annual meeting at which such class of directors was elected and shall serve until his or her successor shall have been duly elected and qualified, unless he or she shall retire, resign, die or be removed. Notwithstanding any other provision of this Article 3, and except as otherwise provided by law, whenever the holders of any one or more class or series of common or preferred stock shall have the right, voting separately as a class or series, to elect one or more directors of this corporation, the term of office, the filling of vacancies and other features of such directorships shall be governed by the terms of the Articles of Incorporation applicable thereto and such directors so elected shall not be classified pursuant to this Article 3 unless expressly provided by such terms.
