

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, 2020

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

Securities Registered Pursuant to Section 12(b) of the Act

Title of Each Class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value, \$.05 per share	JCS	Nasdaq

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Effective April 10, 2020, the Board of Directors of Communications Systems, Inc. (the "Company") amended the Company's Bylaws to allow the Company to hold remote or virtual shareholder meetings as permitted under Minnesota law. The Company intends to hold its 2020 annual meeting of shareholders on June 17, 2020 and wanted the ability to hold a virtual annual meeting if the Company determines it would be appropriate in light of ongoing concerns and uncertainty about the Covid-19 coronavirus. This description of the amendments is qualified in its entirety by reference to the complete text of the amendments to the Company's Bylaws, a copy of which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 8.01 Other Events

The Company's Board of Directors, upon recommendation of Nominating Committee of the Board of Directors, will nominate Michael R. Zapata for election as at the Company's 2020 Annual Meeting of Shareholders, scheduled for June 17, 2020. Mr. Zapata currently serves as the Executive Chairman, President and Chief Executive Officer of Schmitt Industries, Inc. Mr. Zapata is also the founder and Managing Member of Sententia Capital Management, LLC, a value investing focused investment management firm. On January 28, 2020, in a Schedule 13D/A filing made by Mario J. Gabelli and various entities associated with Mr. Gabelli, the filing entities stated they intended to nominate Mr. Zapata as a director of the Company. Subsequent to that 13D/A filing, members of the Nominating Committee and Board met with Mr. Zapata and decided to nominate him and recommend his election to Company's Board of Directors.

The Company will include detailed biographical information about Mr. Zapata and the Company's complete slate of nominees for election at the 2020 Annual Meeting of Shareholders in its definitive Proxy Statement for the Annual meeting, a copy of which be filed with the Securities and Exchange Commission on or before April 29, 2020.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Name
3.1	Amendments effective April 10, 2020 to Bylaws of Communications Systems, Inc.

SIGNATURES

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/ Mark D. Fandrich
Mark D. Fandrich, Chief Financial Officer

Date: April 13, 2020

COMMUNICATIONS SYSTEMS, INC.
BYLAW AMENDMENTS
EFFECTIVE APRIL 10, 2020

1. A new Article 2, Section 2.3 of the Bylaws is hereby added to read as follows.

2.3) Remote or Virtual Shareholder Meetings.

The Board of Directors may determine that shareholders not physically present in person or by proxy at a regular or special shareholder meeting called pursuant to Section 2.1 or 2.2 of these Bylaws may, by means of remote communication, participate in a regular or special shareholder meeting held at a designated place. The Board of Directors also may determine that any regular or special meeting of the shareholders will not be held at a physical place, but instead solely by means of remote communication, so long as the corporation implements reasonable measures to provide that each shareholder participating by remote means communication has a reasonable opportunity to participate in the meeting in accordance with the provisions of Section 302A.436, subdivision 5, of the Minnesota Business Corporation Act (the "MBCA") as amended from time to time, or any successor statute. Participation by remote communication constitutes presence at the meeting.

2. Existing Article 2, Section 2.3 of the Bylaws is renumbered Section 2.4 and amended to read as follows:

(a) Notice of Meetings. Subject to Section 2.4(b), there shall be mailed to each shareholder entitled to vote, at the address on the books of the corporation, a notice setting out the place, date and hour of the regular meeting or any special meeting, which notice shall be mailed at least 10 but not more than 60 days prior to the date of the meeting. Notice of any special meeting shall state the purpose or purposes of the proposed meeting, and the business transacted at all special meetings shall be confined to purposes stated in the notice. Attendance at a meeting by any shareholder, without objection at the beginning of such meeting by the shareholder as to the transaction of business because the meeting is not lawfully convened or that the item may not lawfully be considered shall constitute the shareholder's waiver of notice of the meeting.

(b) Electronic Notice. Notwithstanding the written notice requirement in Subsection 2.4(a) above, notice of any regular or special meeting may be given to a shareholder by means of electronic communication if the requirements of MBCA Section 302A.436, subdivision 5, as amended from time to time, are met. Notice to a shareholder is also effectively given if the notice is given to the shareholder in a manner permitted by the rules and regulations under the Securities Exchange Act of 1934, as amended, so long as the corporation has first received any written or implied consent required by those rules and regulations.

3. The remaining sections of Article 2 of the Bylaws will be renumbered to give effect to these amendments.
