



**NOTICE OF ANNUAL BUSINESS MEETING
OF THE
INTERNATIONAL CODE COUNCIL,
SETTING THE TIME, DATE AND PLACE
THEREFORE**

Notice is hereby given that the Board of Directors of the International Code Council (ICC) has taken the following actions:

The 2006 Annual Business Meeting (ABM) of the members of the International Code Council, which is provided for by Article IX of the By-laws, shall be held September 19, 2006 at Disney's Coronado Springs Resort, 1000 West Buena Vista Drive, Lake Buena Vista, FL 32830, in conjunction with the 2006 ICC Annual Conference. The Annual Business Meeting shall commence at 8:00 AM and shall continue from day to day during such hours as shall be determined by the President until completed.

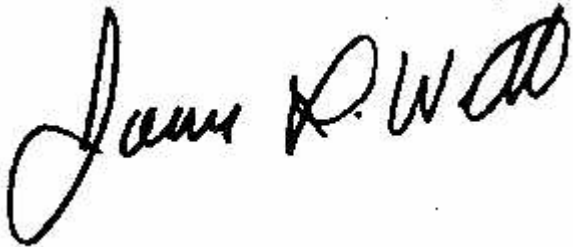
2. In accordance with the Bylaws, a quorum shall consist of 100 Governmental Voting Representatives.
3. The general nature of business to be conducted at the Annual Business Meeting shall include the following:
 - a. Call to order
 - b. Reading of Meeting Notice
 - c. Determination of a quorum
 - d. Approval of minutes of previous meeting
 - e. Report of the Nominating Committee
 - f. Election of Officers & Directors-at-Large
 - g. Treasurer's Report
 - h. Report of the President
 - i. Report of the CEO
 - j. Report of the Bylaws Committee
 - k. Report of the Resolutions Committee
 - l. Unfinished business
 - m. Adjournment
4. In accordance with Article XVIII, ss. 18.1, amendments to the Bylaws of the corporation may be proposed through resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting and in accordance with Article XVIII, ss. 18.2, shall be printed in the Annual Business Meeting notice not less than 60 days prior to the start of the ABM. Exhibit A (attached) contains a copy of ICC Board Resolution 2006-1 and proposed amendments to the Bylaws of the corporation, as amended January 3, 2006.

5. To transact such other business as may properly come before the membership and adjournment.

We hereby certify that the foregoing notice is in accordance with actions taken by the Board of Directors of the International Code Council.

A handwritten signature in black ink that reads "Henry L. Green". The signature is written in a cursive style with a large, looping initial "H".

Henry L. Green, President

A handwritten signature in black ink that reads "James L. Witt". The signature is written in a cursive style with a large, looping initial "J".

James L. Witt, CEO

Questions regarding the ABM notice and proposed Bylaw changes may be directed to Dominic Sims, Deputy Chief Operating Officer 205-591-1853.

BOARD RESOLUTION 2006-1

RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE INTERNATIONAL CODE COUNCIL, INCORPORATED a California nonprofit corporation

WHEREAS, in accordance with Article XI ss 11.1, the President, with the concurrence of the Board appointed a Bylaws Committee to study the Bylaws of the corporation and recommend any needed changes, and

WHEREAS, the Bylaws Committee has recommended certain amendments to the Bylaws of the corporation, as revised January 3, 2006, and

WHEREAS, after review and consideration by the Board of Directors a consensus was achieved to present certain proposed amendments to the Governmental Member Representatives at the Annual Business Meeting on September 19 at Disney's Coronado Springs Resort, 1000 West Buena Vista Drive, Lake Buena Vista, FL, and

WHEREAS, in accordance with Article XVIII, ss 18.1 amendments to the Bylaws of the corporation may be proposed through resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting, and

Now therefore:

be it RESOLVED, that the officers of this Corporation do hereby approve this resolution, as approved by motion of the Board of Directors at their meeting of May 11, 2006, to present the proposed amendments, to the Governmental Member Representatives at the Annual Business Meeting on September 19, 2006 at Disney's Coronado Springs Resort, 1000 West Buena Vista Drive, Lake Buena Vista, FL.



Henry L. Green
President



Steve Shapiro
Secretary/Treasurer

2006 PROPOSED BYLAW CHANGES

The 2006 Bylaws Committee consists of Bill Dupler, Chair, Jimmy Brothers, Greg Johnson and Ron Lynn. The Committee reported its findings and recommendations to the ICC Board of Directors on May 11, 2006. After review and due consideration the Board of Directors approved a resolution to propose the following Bylaw changes to the membership of ICC.

The following amendments are proposed to the Bylaws as adopted on January 3, 2006:

Amendment 1: Amend ARTICLE 5, as follows:

5.5 Quorum - At all meetings of the Board of Directors, ~~a majority~~ two thirds of the voting directors then in office shall constitute a quorum for transaction of business, and the act of a majority of the voting directors present at the meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the law of the State of California or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present there at may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

5.6 Meetings of the Board of Directors -

5.6.1 General - The Annual Meeting of the Board of Directors shall be held in conjunction with the time and place of the Annual Business Meeting. The Board of Directors shall meet at such other times and in such places as it may determine, and otherwise upon the call of the President or of a majority of the Board of Directors. ~~Two thirds of the Directorship shall constitute a quorum.~~ Motions and votes at such meetings shall be duly recorded.

Reason:

Delete language in 5.6.1 and relocate to section 5.5 to eliminate the conflict between these two sections.

ARTICLE MEMBER RESOLUTIONS

In accordance with Council Policy 23, Resolutions of the Members shall be considered during the Annual Business Meeting. Resolutions to be considered at the 2006 ABM include:

- CONFERENCE SITE
- DECEASED MEMBERS
- STANDING COMMITTEES
- IMMEDIATE PAST PRESIDENT
- RETIRED MEMBERS

Copies of these resolutions are posted at <http://www.iccsafe.org/news/annual/2006Conference/> and will be printed in the 2006 Annual Report and Business Meeting Notice.