



## PROPOSED AMENDMENT TO THE ICC BYLAWS

### AMENDMENT 2021-1

In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, the following proposed amendment to the Bylaws of the corporation has been proposed by resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting. The purpose of this bylaw amendment is to provide editorial amendments and establish consistency of terms throughout the ICC Bylaws. The Board of Directors submits this bylaw amendment for the Voting Members' consideration and recommends approval thereof.

**2.1.2 Honorary Member** - An individual who has rendered outstanding service to the Council, and whose name shall be proposed by the Board of Directors and confirmed by a majority vote of the ~~Governmental Member Representatives~~ **Voting Members**, as defined in Article III of these **Bylaws**, at an Annual Business Meeting.

### ARTICLE III – VOTING MEMBERS

Only Governmental Member **Voting** Representatives and Honorary Members **(collectively, the "Voting Members")** shall have the right to vote on any matters under these Bylaws, including but not limited to, the right exercised through those individuals eligible to vote for the election of a Director or Directors, or on a disposition of all or substantially all of the assets, or on a dissolution, or on any changes to the Articles of Incorporation or the Bylaws. Only the ~~Governmental Member Representatives and Honorary~~ **Voting** Members shall be permitted to make motions and to vote on any issue at the Annual Business Meeting, special meetings and written consents. **Voting** by proxy is not permitted. Any person designated as a **Governmental Member V**oting **R**epresentative of more than one Governmental Member or who is also an Honorary Member shall be entitled to only one vote.

**4.1 Limitations** - To encourage wide geographical representation, no more than two Governmental Member **Voting** Representatives designated by Governmental Members located in the same state may serve simultaneously on any one committee nor may more than two Governmental Member **Voting** Representatives designated by Governmental Members located in the same state serve simultaneously on the Board of Directors.

**5.1 Governing Body** - Subject to the limitations of the Certificate of Incorporation, these Bylaws and the laws of the State of Delaware, all corporate powers shall be exercised by the Board of Directors. The Board of Directors shall be composed of the following: President, Vice President, Secretary/Treasurer, the most Immediate Past President eligible; eight (8) Directors-at-Large, and six (6) Directors, one elected from each Section ("Sectional Directors"). Each member of the Board of Directors shall be a Governmental Member **Voting** Representative. All members of the Board of Directors, except as provided in the Bylaws, shall be elected for a term of three years, and shall not serve for more than two consecutive full terms. However, nothing in this section shall preclude a Director initially appointed to a one or two year term, or appointed or elected to fill an unexpired term, from being elected to two subsequent full term(s). Each Sectional Director shall be and remain, throughout ~~his or her~~ **their** term, a Governmental Member **Voting** Representative for a Governmental Member within the applicable Section.



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**5.2 Resignation, Disqualification and Vacancies** - If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, the ~~P~~resident (or in the case the office of ~~P~~resident is vacant, the ~~V~~ice ~~P~~resident) shall ~~appoint~~ nominate a successor for the unexpired term and until ~~his or her~~ their successor is elected and qualified at the next Annual Business Meeting, subject to the ratification of the Board of Directors. Any director, who ceases to be designated Governmental Member Voting Representative, for a period exceeding 60 days, shall automatically forfeit ~~his or her~~ their position as a director.

**5.3 Removal of a Director** - Any ~~d~~irector may be removed from office upon the affirmative vote of two-thirds of the Voting Members present and voting at a duly held meeting of the members at which a quorum is present, ~~so long as the number of votes cast in favor of removal is at least two-thirds of those necessary for a quorum.~~

**5.5.1 Written Action** - Unless otherwise restricted by the certificate of incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all voting members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board of Directors.

**5.8 Emergency Actions** - In the event that the Board of Directors determines an emergency amendment to any International Code® or standard or supplements thereto is warranted, the same may be adopted by the Board of Directors. Such action shall require an affirmative vote of at least two-thirds of the Board of Directors. The membership shall be notified, within ten days after the Board of Directors' official action, of any emergency amendment. At the next Annual Business Meeting any emergency amendment shall be presented to the members for ratification by a majority of the ~~Governmental Member Representatives~~ Voting Members present and voting.

**6.1 Officers and Election** - Election of officers for the ensuing year shall be held at the Annual Business Meeting. The Officers of the Council shall consist of a President, Vice President, and Secretary/Treasurer (who shall be the chief financial officer of the Corporation), elected from the Board of Directors by the Voting Members present and voting at the Annual Business Meeting. At no time shall more than one Governmental Member Voting Representative located in the same state serve as an Officer. Such Officers shall take office beginning at the conclusion of the Annual Business Meeting and shall serve until adjournment of the following Annual Business Meeting or until their successors are duly elected and qualified. Officers' tenure shall be limited to one single, full-year term in each office. Officers shall not act in their official capacity by proxy.

**6.2 Duties of President** - The President shall preside at the Annual Business Meeting, special meetings of the members and at meetings of the Board of Directors. The President shall be a regular member and preside at meetings of the Executive Committee and shall be an ex officio nonvoting member of all other committees. The President shall have other such duties as are prescribed by the Board of Directors or these Bylaws. ~~Officers shall not act in their official capacity by proxy.~~



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**6.3 Duties of the Vice President** - The Vice President shall act and perform the duties of the President during the President's absence from any meetings of this Corporation or the Board of Directors, or by a vote of the Board of Directors in case of disability of the President, and shall assist the President in the conduct of the office of President. ~~Officers shall not act in their official capacity by proxy.~~

**6.4 Duties of the Secretary/Treasurer** - The Secretary/Treasurer shall be responsible for keeping the minutes and records of meetings, maintaining correspondence, receiving and disbursing funds, supervising financial affairs, approving expenditures as provided by resolution of the Board of Directors, and generally performing such official duties of a Secretary/Treasurer of a corporation. The Board of Directors may designate the Chief Executive Officer as the official agent for all or portions of such duties. ~~Officers shall not act in their official capacity by proxy.~~

**6.5 Resignation, Disqualification and Vacancies** - If the position of any officer becomes vacant by reason of death, resignation, disqualification, removal or other cause, the ~~P~~resident (or in the case the office of ~~P~~resident is vacant, the ~~V~~ice ~~P~~resident) shall ~~appoint~~ nominate a successor for the unexpired term and until ~~his or her~~ their successor is elected and qualified at the next Annual Business Meeting, subject to the ratification of the Board of Directors. Any officer who ceases to be a member of the Board of Directors shall automatically forfeit ~~his or her~~ their position as an officer.

**7.1 Executive Committee Members** - There shall be an Executive Committee of the Board of Directors. The members of the Executive ~~C~~ommittee shall be composed of the President, the Vice President, the Secretary/Treasurer and the Immediate Past President.

**9.1 Annual Business Meeting** - A regular meeting of the ~~Governmental—Member Representatives~~ Voting Members, herein referred to as the Annual Business Meeting shall be held each calendar year at a time and place designated by the Board of Directors.

**9.1.1 Order of Business Meeting** - The items of business at the Annual Business Meeting shall include, but not be limited to, the following:

1. Call to order.
2. Reading of Meeting Notice.
3. Determination of a quorum.
4. Approval of minutes of previous meeting(s).
5. Announcement of the Officers-Elect.
6. Election of Directors-at-Large.
7. Treasurer's Report.
8. Report of the President.
9. Unfinished business.
10. Resolutions.
11. Adjournment.

The order of business as announced at the meeting may be changed by a majority vote of the ~~Governmental—Member Representatives~~ Voting Members present and voting at the Annual Business Meeting.



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**9.2 Special Meetings** - Special Meetings of the ~~Governmental Member Representatives~~ **Voting Members** may be called at any time by the President with approval of two-thirds of the Board of Directors. The President shall call a special meeting upon the receipt of a valid petition, specifying purpose of the special meeting and bearing the names, titles, addresses, and signatures of five percent of the ~~Governmental Member Representatives~~ **Voting Members**.

**9.3 Quorum** - A quorum for the transaction of business at any annual or special meeting shall consist of 100 ~~Governmental Member Representatives~~ **Voting Members**.

**9.5 Eligibility to Vote** - ~~Governmental Member Representatives and Honorary Members (collectively, the "Voting Members")~~ in good standing under these ~~By~~ **By**laws shall be entitled to vote at any meeting of ~~Governmental Member Representatives~~ **Voting Members**. Each ~~Governmental Member Representative and Honorary~~ **Voting** Member entitled to vote may cast one vote on each matter submitted to a vote of the ~~Governmental Member Representatives~~ **Voting Members**. ~~Any person designated as a Governmental Member Representative of more than one Governmental Member or who is also an Honorary Member shall be entitled to only one vote.~~

**11.2 Board Authority** - Any member of any committee or council may be removed by the Board at any time, subject to the limitations of the laws of the State of Delaware, and subject to any limitations of the Certificate of Incorporation or Bylaws regarding actions which require approval of the ~~Governmental Member Representatives and Honorary~~ **Voting** Members. Each committee or council shall be under the direction of the Board and shall have such authority as shall be delegated and prescribed by the Board.

**11.3 Nominating Committee** - There shall be a Nominating Committee chaired by the Immediate Past President and consisting of Governmental Member **Voting** Representatives and/or Honorary Members having a reasonably distributed geographical representation. The Board of Directors shall establish policies governing the Nominating Committee and the conduct of elections. The Nominating Committee, excluding the Chairperson, shall have no more than one Governmental Member **Voting** Representative or Honorary Member from any one state.

**18.1 Proposals** - Proposed amendments to these Bylaws, to be considered at an Annual Business Meeting, shall be signed by at least ten ~~Governmental Member Representatives~~ **Voting Members** and shall be presented to the Board of Directors at least 90 days prior to the opening of an Annual Business Meeting or must be proposed through resolution of at least ten of the members of the Board of Directors at least 90 days prior to the opening of an Annual Business Meeting.



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**18.2 Notice of Actions** - The Board of Directors shall cause proposed amendments to the Bylaws to be printed in the Annual Business Meeting notice. The Board of Directors shall present its recommendations for each proposal, including reasons for recommending such action(s), at the Annual Business Meeting. These proposed amendments may be discussed and amended at the Annual Business Meeting, and if passed by a two-thirds vote of those ~~Governmental Member Voting Representatives~~ **Voting Members** present, shall be sent by ballot, as amended on the floor, to all ~~Governmental Member Representatives~~ **Voting Members** of the Council for ratification. To be considered, the ballots submitted by the ~~Governmental Member Representatives~~ **Voting Members** shall be received within 30 days of distribution. A two-thirds majority of the ballots submitted by ~~Governmental Member Voting Representatives~~ **Voting Members** is required for adoption. The returns shall be certified by the President if the necessary majority for adoption is received.