



PROPOSED AMENDMENT TO THE ICC BYLAWS

AMENDMENT 2021-2

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 for each section of this bylaw amendment is described below. The Board of Directors submits this bylaw amendment for the Voting Members' consideration and recommends approval thereof.

I. **Elimination of the GMVR requirement for the Immediate Past President:**

Purpose: The Immediate Past President is the only position on the Board of Directors that is automatically filled and is not elected by the Voting Membership. The individual filling this position has inevitably served on the Board for many years and is oftentimes nearing retirement or an employment change. To allow the Immediate Past President more flexibility in their professional or personal life while they serve the organization, the Board of Directors recommends eliminating the requirement that the Immediate Past President maintain Governmental Member Voting Representative status.

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 Representative **with the exception of the Immediate Past President**. 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 term, a Governmental Member Representative for a Governmental Member within the applicable Section.

II. **Increasing the signatory threshold for proposed bylaw amendments:**

Purpose: Ten voting members is too small of a consensus to propose something as significant as an amendment to the corporation's bylaws. The Board of Directors feels that a consensus of 100 voting members is a more reasonable amount of initial support for proposed amendments to the bylaws, and recommends the following proposed language to this effect.

AMENDMENT 2021-2 (continued)

18.1 Proposals – Proposed amendments to these Bylaws, to be considered at an Annual Business Meeting, shall be signed by at least ~~ten~~ **100** Governmental Member Representatives 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

III. **Condensing the Order of Business for the Annual Business Meeting:**

Purpose: The Annual Business Meeting (ABM) agenda varies year to year and the Order of Business as written is not followed. The following proposed language condenses the order of business to specifically account for only what must take place during the ABM – Delaware law requires the election of officers and directors and Section 18.1 of the ICC bylaws requires consideration of bylaw amendments. Otherwise, all other ABM business can be accounted for within council policy and enumerated within the ABM notice.

9.1.1 Order of Business Meeting – The items of business at the Annual Business Meeting shall include, but not be limited to, **the election of directors and officers, consideration of proposed amendments to the ICC Bylaws, and any other proper items of business as determined by the ICC Board of Directors.** ~~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. Treasurer's Report.~~
- ~~6. Report of the President.~~
- ~~7. Announcement of the Officers-Elect.~~
- ~~8. Election of Directors-at-Large.~~
- ~~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 present and voting at the Annual Business Meeting.

IV. **Listing the Immediate Past President as an Officer:**

Purpose: The Immediate Past President is not explicitly listed as an Officer within Section 6.1 – Officers and Election of the Bylaws, even though the position is listed as part of the Executive Committee in Section 7.1. The following proposed language clarifies that the Immediate Past President is an Officer.



AMENDMENT 2021-2 (continued)

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), ~~and Immediate Past President.~~ Election of Officers for the ensuing year shall be held at the Annual Business Meeting, and Officers shall be elected from the Board of Directors by the Voting Members present and voting at the Annual Business Meeting, with the exception of the Immediate Past President. At no time shall more than one Officer ~~Governmental Member Voting Representative~~ located in any one ~~the same~~ state serve at the same time ~~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.