



BACKGROUND: PROPOSED 2026 ICC BYLAW AMENDMENTS

Overview

The ICC Board of Directors is recommending two proposed bylaw amendments for ICC voting member consideration at the 2026 Annual Business Meeting (ABM). These amendments are designed to modernize the composition of the Board of Directors by converting Sectional seats to At Large seats with safeguards based on the well-known ICC Regions and ensuring no single third-party employer holds disproportionate influence over the Board.

The Two Proposed Amendments

Amendment 2026-1: Conversion to At-Large Seats with Regional Limits

Amendment 2026-1 restructures the current makeup of the Board by converting all Sectional director seats to At-Large seats. To continue to preserve the Board's geographic diversity, this amendment maintains the service limitation of no more than two directors from any single state while implementing an additional limitation of no more than three directors from any single Region. Executive Committee members will be exempt from this Regional limitation, but will still be subject to the pre-existing one-per-state limitation. Current directors shall be exempt from the new limitations under sunset language to allow for a smooth transition.

The intent behind this transition is twofold. First, it aligns Board representation with ICC's well-established Regional chapters, a framework already familiar to the membership. Second, it empowers the voting membership to elect the most qualified candidates from across the country without being constrained to a particular Section while still promoting geographic diversity through the pre-existing State limitations and newly established Regional limitations.

Amendment 2026-2: Employer Representation Limits

Amendment 2026-2 directly addresses the concern raised by members in 2025: ensuring that no single third-party employer holds disproportionate representation on the ICC Board. This amendment would prevent a scenario where employees from the same third-party provider occupy a majority of seats on the Board, which would effectively allow that provider to gain control over ICC and its direction. Additionally, the Board feels that allowing multiple directors to represent the same Governmental Member would pose potential conflicts. Amendment 2026-2 proposes two Board makeup limitations responsive to these concerns:

- No more than two directors may be employed by the same non-governmental third-party entity (or its affiliates); and
- No more than one director may be employed or designated by the same Governmental Member.

As with Amendment 2026-1, current directors are exempt from these new limitations under sunset language.

Why These Amendments Matter

Together, these amendments reflect ICC's commitment to a Board that is independent and representative of the overall ICC membership. Eliminating Sectional seats in favor of a full At Large makeup, while applying Regional safeguards, will provide more opportunities for interested and qualified Board candidates. The new employer safeguards ensure that the Board's composition reflects the diversity of the communities ICC serves – not the will of any one employer or Governmental Member.

These changes have been developed collaboratively and enthusiastically by your Board of Directors, and the Board hereby recommends member approval of both amendments at this year's ABM in Nashville, TN.

Questions? Contact Taylor Kitzmiller, Staff Attorney, at tkitzmiller@iccsafe.org.