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

The 2025 Annual Business Meeting (ABM) of the members of the International Code Council (ICC), which is provided for by Article IX of the ICC Bylaws, shall be held on Monday, October 20, 2025, at Huntington Convention Center, 300 Lakeside Ave, Cleveland, OH, 44114, in conjunction with the 2025 ICC Annual Conference. The ABM shall commence at approximately 10:00 AM ET. A copy of this 2025 ABM Notice will be posted on the ICC website.

1. In accordance with Article XI, ss. 9.3 of the ICC Bylaws, a quorum for the transaction of business at the ABM shall consist of 100 Voting Members.
2. The general nature of business to be conducted at the ABM shall include the following:
 - a. Call to Order
 - b. Reading of the Meeting Notice
 - c. Determination of a Quorum
 - d. Introduction of Sergeants-at-Arms and Parliamentarian
 - e. Approval of Minutes of Previous Meeting
 - f. Report of the Treasurer
 - g. Report of the President
 - h. Report of the Chief Executive Officer
 - i. Report of the Awards & Honorary Members Committee
 - j. Report of the Resolutions Committee
 - k. Report of the Bylaws Committee and Consideration of Proposed Amendments to the ICC Bylaws and Certificate of Incorporation:
 - i. Proposed Amendment 2025-1
 - ii. Proposed Amendment 2025-2
 - l. Report of the Nominating Committee
 - m. Election of Officers and Directors:
 - i. Executive Committee Seats, in the following order:
 1. President
 2. Vice President
 3. Secretary-Treasurer
 - ii. Sectional Seats, in alphabetical order of Section, including any unexpired Sectional Seat terms, followed by
 - iii. Director-at-Large Seats, including any unexpired Director-at-Large Seat terms, in order of the highest term year and then in alphabetical order of the last name of the candidates as nominated by the Nominating Committee.
 - n. Unfinished business
 - o. Adjournment
3. In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, amendments to the Bylaws of the corporation may be proposed by at least 100 Voting Members if presented to the Board of Directors at least 90 days prior to the opening of the ABM, or may 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 the ABM. In accordance with Article XVIII, ss. 18.2, two proposed amendments to the Bylaws are included as part of this Notice and are additionally posted on the ICC website.
4. In accordance with Council Policy 23, proposed Resolutions of the Members shall be submitted to the Resolutions Committee not less than 90 days prior to the ABM. After review, the Resolutions Committee hereby recommends membership approval of the following Resolutions at the ABM:

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

Copies of these proposed Resolutions are included as part of this Notice and are additionally posted on the ICC website.

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

David Spencer, CBO, CBCO,
President of the ICC Board of Directors

John Belcik,
Chief Executive Officer

Questions regarding the ABM notice may be directed to: Will Coffman, Deputy General Counsel – wcoffman@iccsafe.org



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MINUTES OF THE 2024 ANNUAL BUSINESS MEETING OF THE INTERNATIONAL CODE COUNCIL Long Beach Convention Center, 300 E Ocean Blvd, Long Beach, CA OCTOBER 21, 2024

ANNUAL BUSINESS MEETING

President of the Code Council Board of Directors Stuart Tom called the Annual Business Meeting of the members of the International Code Council to order at 11:00 AM PT on October 21, 2024, in conjunction with the Code Council's Annual Conference being held at Long Beach Convention Center, 300 E Ocean Blvd, Long Beach, CA.

President Tom stated that the notice for the Annual Business Meeting was posted to the Code Council website and called for a motion to waive the reading of the Annual Business Meeting notice. A motion was made and seconded. The motion passed.

President Tom called on Secretary/Treasurer Mike Boso to determine if there was a quorum present. Secretary/Treasurer Boso asked the Governmental Member Voting Representatives to stand and then advised President Tom that a quorum of 100 Voting Members was present.

President Tom introduced the 2023-24 Code Council Board of Directors.

President Tom appointed John LaTorra as Sergeant-at-Arms and Rich Truitt as Parliamentarian.

President Tom asked for a motion to approve the 2023 Annual Business Meeting minutes. A motion was made and seconded to approve the minutes as presented. The motion passed.

TREASURER'S REPORT

President Tom called on Secretary/Treasurer Boso to provide the Treasurer's Report. Secretary/Treasurer Boso provided the Treasurer's Report to the membership.

Secretary/Treasurer Boso invited President Tom back on stage. President Tom asked for a motion to accept the Treasurer's Report. A motion was made and seconded to accept the Treasurer's Report. The motion passed.

PRESIDENT'S REPORT

President Tom provided the President's Report to the membership. A motion was made and seconded to accept the President's Report. The motion passed.

CHIEF EXECUTIVE OFFICER (CEO) REPORT

President Tom called on CEO Dominic Sims to provide the CEO's Report. CEO Sims provided the CEO's Report to the membership.

CEO Sims invited President Tom back on stage. President Tom asked for a motion to accept the CEO's Report. A motion was made and seconded to accept the CEO's Report. The motion passed.



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AWARDS AND HONORARY MEMBER COMMITTEE REPORT

President Tom called on Director Angie Wiese, Chair of the 2024 Awards and Honorary Member Committee, to deliver the report of the Awards and Honorary Member Committee. Chair Wiese acknowledged the members of the Awards and Honorary Member Committee and presented the following award recipients:

- Chapter Merit Award: Southern Nevada Chapter and the Code Administrators Association of Kentucky
- Regions Spotlight Award: ICC Midwest Region V
- W. Scott Copp Chapter Leadership Award: Dawn Neil and Cindi Somers
- Chapter of the Year Award: Women in Code Enforcement and Development of Virginia
- National Leadership in Sustainability and Energy Efficiency Award: Hope Medina
- Bobby J. Fowler Award: John Terry
- Educator of the Year Award: Matthew Hunter
- Community Service Award: Robert Davidson
- Robert W. Gain Fire Prevention Leadership Award: Coy Porter
- Gerald H. Jones Code Official of the Year Award: Michael Shannon
- PMG Leadership Award: Kenneth Gregory
- Raising the Profile Award: Pete Roque
- Excellence in Public Safety Award: Serena Locke
- Innovation in Code Administration Award: Art Dahlberg and the City of Cincinnati Building Department
- Global Award: Bureau of Standards Jamaica
- Meritorious Service Award: Chip Dence
- Trailblazer Award: Van Tran

In honor of the Code Council's 30th anniversary, Chair Wiese acknowledged all Code Council Honorary Members, whose names were displayed on the screen.

Chair Wiese further acknowledged the following individuals recommended by the Awards and Honorary Member Committee and nominated by the Board of Directors for 2024 Honorary Membership:

- Thomas Allen
- Alan Boswell
- Thomas Peterson
- Stuart Tom
- Carl Wren



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President Tom advanced to the podium and asked for a motion to approve the nominations for Honorary Membership. A motion was made and seconded to approve the nominations for Honorary Membership. The motion passed.

VOTING PROCEDURES TUTORIAL

President Tom called on John Belcik, Chief Operating Officer and Chief Financial Officer, who explained the procedures for using the electronic voting devices and conducted a demonstration of the voting system.

President Tom appointed Neville Pereira, Eirene Knott, Andy Higgins, and Sharon Goei as Tally Judges and asked the appointed Tally Judges to advance to the Tally Judge table.

RESOLUTIONS COMMITTEE REPORT

President Tom called on Director Jack Applegate, Chair of the 2024 Resolutions Committee, to provide an overview of the proposed 2024 Resolutions. Chair Applegate thanked the members of the Resolutions Committee for their service and invited Director Bridges, a Resolutions Committee member and departing Code Council director, to present this year's Resolutions.

Director Bridges read Resolution 2024-1, concerning the Conference Site; Resolution 2024-2, concerning Deceased Members; Resolution 2024-3, concerning the Committees, Councils, and Annual Conference Committee; Resolution 2024-4, concerning the Immediate Past President; Resolution 2024-5, concerning Retired Members; Resolution 2024-6, concerning the 30th Anniversary of the International Code Council; and Resolution 2024-7, concerning the Composition of the International Code Council Board of Directors.

Director Bridges acknowledged that Resolutions 2024-2 pays tribute to the memory of departed members and colleagues and invited members to provide the names and jurisdictions of additional members who passed in the last year. Additional departed members were announced and a moment of silence was held.

President Tom advanced to the podium and asked for a motion to approve Resolutions 2024-1, 2024-2, 2024-3, 2024-4 and 2024-5. A motion was made and seconded to approve the Resolutions 2024-1, 2024-2, 2024-3, 2024-4 and 2024-5. The motion passed.

President Tom asked for a motion to approve Resolution 2024-6. The motion passed.

President Tom asked for a motion to approve Resolution 2024-7. A motion was made and seconded to approve Resolution 2024-7. The members provided testimony in support of and in opposition to the Resolution. After vote by electronic voting device, President Tom announced the motion failed.

CONSIDERATION OF PROPOSED AMENDMENTS TO THE BYLAWS

President Tom introduced Director Randy Metz, Chair of the Bylaws Committee. Chair Metz acknowledged the members of the Bylaws Committee and provided the Bylaws Committee's recommendation to the Board of Directors to propose one amendment to the Code Council Bylaws and Certificate of Incorporation – Amendment 2024-1. This Amendment sought to grant the Code Council Board of Directors the authority to remove a director for cause upon a



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MINUTES OF THE 2024 ANNUAL BUSINESS MEETING OF THE INTERNATIONAL CODE COUNCIL OCTOBER 21, 2024

five-sixths majority vote, and further provided that a director who has been declared to be of unsound mind by a court will automatically be removed from their position on the Board.

President Tom stated that, in accordance with Article XVIII, this proposed amendment was properly submitted by the Board of Directors, and the Board of Directors unanimously recommends approval thereof by the Voting Members.

President Tom asked for a motion to approve Amendment 2024-1. A motion was made and seconded to approve Amendment 2024-1. The members provided testimony in support of and in opposition to the Amendment. After vote by electronic voting device, President Tom announced the motion failed.

NOMINATING COMMITTEE REPORT

President Tom called on Immediate Past President Michael Wich, Chair of the Nominating Committee, to read the report of the 2024 Nominating Committee. Chair Wich introduced and thanked the members of the Nominating Committee and read the Committee's recommendations.

ELECTIONS OF OFFICERS AND DIRECTORS

President Tom, in accordance with Council Policy 19 – Governing the Conduct of Elections, presented instructions regarding the conduct of elections.

President Election

President Tom announced the nomination of David Spencer for the office of President. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of David Spencer.

Vice President Election

President Tom announced the nomination of Mike Boso for the office of Vice President. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of Mike Boso.

Secretary-Treasurer Election

President Tom announced the nomination of Steve McDaniel for the office of Secretary/Treasurer. He then made a request for nominations from the floor. A nomination was made and seconded for Jim Sayers. Jim Sayers approached the podium and withdrew from this election. A voice vote was held, resulting in the election of Steve McDaniel.

Section A Director Election

President Tom announced the nomination of Randy Metz for a three-year sectional director term for Section A. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of Randy Metz.



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Section E Director Election

President Tom announced the nomination of Ben Breadmore for a three-year sectional director term for Section E. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of Ben Breadmore.

Section F Director Election

President Tom announced the nomination of John “JC” Hudgison for a two-year sectional director term for Section F. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of JC Hudgison.

Director at Large Election

President Tom announced the nomination of Christina Jackson for a three-year director-at-large term. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of Christina Jackson.

Director at Large Election

President Tom announced the nomination of Sam Palmer for a three-year director-at-large term. He then made a request for nominations from the floor. An additional nomination was made and seconded for Shirley Ellis. Both candidates and their supporters addressed the membership for a limited amount of time. After vote by electronic voting device, President Tom announced the election of Sam Palmer.

Director at Large Election

President Tom announced the nomination of Jim Sayers for a three-year director-at-large term. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of Jim Sayers.

Director at Large Election

President Tom announced the nomination of Sean Toomey for a two-year director-at-large term. He then made a request for nominations from the floor. There were no additional nominations and President Tom declared the nominations closed. A voice vote was held, resulting in the election of Sean Toomey.

President Tom concluded the elections of directors and officers and congratulated the elected individuals.

President Tom provided announcements regarding the remaining schedule for the Annual Conference.

UNFINISHED BUSINESS

President Tom inquired as to whether there was any unfinished business. A group of Past Directors of the Organization addressed President Tom regarding the Board’s recent action to expand the Past Presiding Officers Council to include all former Code Council directors.

A motion to adjourn was made and seconded. The motion passed. The meeting was adjourned at 12:30 PM PT.



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RESOLUTIONS OF THE MEMBERS

RESOLUTION 2025-1 of the ANNUAL MEETING OF THE MEMBERS concerning the CONFERENCE SITE

WHEREAS, the Members of the International Code Council did assemble at the Code Council's 22nd Annual Conference in Cleveland, Ohio from October 19 to October 22, 2025; and

WHEREAS, the Annual Conference provides a generous opportunity for code development, education, communication, and enjoyment; and

WHEREAS, the Members of the Ohio Building Officials Association, a Code Council Chapter, did extend the hand of friendship and hospitality to all those in attendance; now therefore,

BE IT RESOLVED, that those Members here assembled on October 20, 2025, at the Code Council Annual Business Meeting, do hereby express their sincere thanks and appreciation to the Members of the Ohio Building Officials Association for their warm greeting and hospitality.



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RESOLUTIONS OF THE MEMBERS

RESOLUTION 2025-2 of the ANNUAL MEETING OF THE MEMBERS concerning DECEASED MEMBERS AND COLLEAGUES

WHEREAS, the Members of the International Code Council did assemble at the Code Council's 22nd Annual Conference in Cleveland, Ohio from October 19 to October 22, 2025; and

WHEREAS, those Members here assembled on October 20, 2025 at the Code Council's Annual Business Meeting pay tribute to the memory of the following departed Members and colleagues:

Bruce W. Bates

*Chenango County/Town of Ithaca, NY
Southern Tier Building Officials
Association*

William Richard Boyens

*Town of Bloomfield, CT (Retired)
Eastern States Building Officials
Federation*

Harry Buxton

*Town of Long Lake, New York
Northern Adirondack Code Enforcement
Officials Association*

Reinhard Hanselka

*Colorado Chapter of ICC
Instructor, Educational Institute*

Carl Madsen

City of Boise, ID

R. Madison "Mitch" Mitchell, Jr.

Harford County Government (MD)

Doug Rider

*CSG Consultants, Inc.
ICC Peninsula Chapter*

Marge Schmuckal

*City of Portland, ME
MBOIA Maine Building Officials and
Inspectors Assoc.*

Hubert Le Roy Stone

*Mesa, Arizona
AZ Code Consultants LLC*

Stanley Waltz

*Towns of Nobleboro & Waldoboro, ME
MBOIA Maine Building Officials and
Inspectors Assoc.*

Tim Ward

*City of Oak Ridge, TN (Retired)
Tennessee Building Officials Association*

Ronald L. Wetmore

*Commonwealth of Massachusetts
Department of Public Safety*

WHEREAS, these Members and colleagues had long and successful careers that contributed significantly to the building safety profession; and

WHEREAS, their devotion to duty and faithful discharge of their responsibilities added prestige to their association, community, and life; now therefore,

BE IT RESOLVED, that those Members here assembled on October 20, 2025, at the Code Council's Annual Business Meeting, do hereby extend their most sincere sympathy to the friends and family members of these departed Members and colleagues. May they find consolation in their time of sorrow and may these words of appreciation and high regard be of solace to them now and in the years to come.



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RESOLUTIONS OF THE MEMBERS

RESOLUTION 2025-3 of the ANNUAL MEETING OF THE MEMBERS concerning the COMMITTEES and COUNCILS and the ANNUAL CONFERENCE COMMITTEE

WHEREAS, the Members of the International Code Council did assemble at the Code Council's 22nd Annual Conference in Cleveland, Ohio from October 19 to October 22, 2025; and

WHEREAS, the International Code Council could not fulfill its mission without the assistance of its Member volunteers; and

WHEREAS, throughout the year scores of volunteers have contributed their time and knowledge to the committees and councils established to carry out the work of this organization; and

WHEREAS, the International Code Council could not convene this Annual Conference without the guidance and planning efforts of the Annual Conference Committee; now therefore,

BE IT RESOLVED, that those Members here assembled on October 20, 2025, at the Code Council's Annual Business Meeting, do hereby express their sincere thanks and appreciation to the Membership Councils and Committees in Certification and Testing, Standard and Code Development, Government Relations, Training and Education, Technical Services, and Code Council subsidiaries; and

BE IT FURTHER RESOLVED, that those Members here assembled on October 20, 2025, at the Code Council's Annual Business Meeting, do hereby express their sincere thanks and appreciation to the members of the Annual Conference Committee without whom this conference would not have been a success.



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RESOLUTIONS OF THE MEMBERS

RESOLUTION 2025-4 of the ANNUAL MEETING OF THE MEMBERS concerning the IMMEDIATE PAST PRESIDENT

WHEREAS, the Members of the International Code Council did assemble at the Code Council's 22nd Annual Conference in Cleveland, Ohio from October 19 to October 22, 2025; and

WHEREAS, the International Code Council succeeds due to the leadership of its elected Officers and Directors; and

WHEREAS, the role of Immediate Past President is reserved for those Board members who have given their personal and professional time over the course of many years in the interest of serving the organization; and

WHEREAS, serving as Immediate Past President represents the culmination of successful service to the Board and the Members which few achieve; now therefore,

BE IT RESOLVED, that those Members here assembled on October 20, 2025, at the Code Council's Annual Business Meeting, do hereby express their sincere gratitude and appreciation to Immediate Past President Stuart Tom for his dedicated service to the Members of the International Code Council during his years of service on the Board of Directors.

RESOLUTION 2025-5 of the ANNUAL MEETING OF THE MEMBERS concerning RETIRED MEMBERS

WHEREAS, the Members of the International Code Council did assemble at the Code Council's 22nd Annual Conference in Cleveland, Ohio from October 19 to October 22, 2025; and

WHEREAS, throughout the year there have been Members in all categories who have concluded careers in code enforcement and construction professions and have retired; and

WHEREAS, those Members have had long and illustrious careers and the respect of their peers; and

WHEREAS, their devotion to duty and faithful discharge of their professional responsibilities have added prestige to their association and community; now therefore,

BE IT RESOLVED, that those Members here assembled on from October 20, 2025, at the Code Council's Annual Business Meeting, do hereby pay tribute to those Members recently retired; and

BE IT FURTHER RESOLVED, that those Members here assembled on October 20, 2025, at the Code Council's Annual Business Meeting, extend their most sincere appreciation to those Members recently retired for their contributions to the safety and security of the public in the built environment.



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2025 CALL FOR NOMINATIONS TO THE ICC BOARD OF DIRECTORS

In accordance with the Bylaws of the International Code Council, elections for officers and vacant positions on the Board of Directors will be held on October 20, 2025 during the Annual Business Meeting. All candidates for the Board of Directors shall submit to the Chair of the Nominating Committee a letter of interest containing the Board seat(s) sought, current resume, a letter of support from their jurisdiction and any other information necessary to support their candidacy. Candidates will be interviewed individually by the Nominating Committee at a time and place to be announced. **To assure eligibility to serve on the ICC Board of Directors, materials required by Section 3.2 of Council Policy 20 must be received by August 21, 2025.**

ICC BOARD OF DIRECTORS TERMS FOR THE 2024–25 YEAR

Position	Term Expires	Eligible for New Term
David Spencer, <i>President</i>	2025	Yes ¹
Mike Boso, <i>Vice President</i>	2025	Yes ³
Steve McDaniel, <i>Secretary/Treasurer</i>	2025	Yes ³
Stuart Tom, <i>Immediate Past President</i>	2025	No
Jack Applegate, <i>Director at Large</i>	2025	Yes ^{2,3}
Ron Hampton, <i>Sectional Director for Section D</i>	2025	No ³
Andy Higgins, <i>Director at Large</i>	2025	Yes ^{2,3}
Angie Wiese, <i>Sectional Director for Section B</i>	2025	No ³
Ron Clements, <i>Director at Large</i>	2026	Yes ^{2,3}
John “JC” Hudgison, <i>Sectional Director for Section F</i>	2026	Yes ^{2,3}
Andre Jaen, <i>Sectional Director for Section C</i>	2026	Yes ^{2,3}
Michael Savage, <i>Director at Large</i>	2026	No ³
Sean Toomey, <i>Director at Large</i>	2026	Yes ^{2,3}
Benjamin Breadmore, <i>Sectional Director for Section E</i>	2027	No ³
Christina Jackson, <i>Director at Large</i>	2027	Yes ^{2,3}
Randy Metz, <i>Sectional Director for Section A</i>	2027	No ³
Sam Palmer, <i>Director at Large</i>	2027	Yes ^{2,3}
Jim Sayers, <i>Director at Large</i>	2027	No ³

¹. In accordance with Section 5.1 of the ICC Bylaws, the President shall automatically succeed to the Immediate Past President.

². In accordance with Section 5.1 of the ICC Bylaws, Directors may serve not more than two consecutive three-year 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 terms.

³. Member eligible to serve in Officer position.

Letters of interest and other information should be sent to:

ICC 2025 Nominating Committee Chair Stuart Tom

c/o Will Coffman, Deputy General Counsel

International Code Council

Eastern Regional Office

900 Montclair Road

Birmingham, AL 35213

wcoffman@iccsafe.org

PROPOSED AMENDMENT TO THE ICC BYLAWS AND CERTIFICATE OF INCORPORATION

AMENDMENT 2025-1

ICC BYLAW AND CERTIFICATE OF INCORPORATION AMENDMENT 2025-1: In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, the following amendment to the Bylaws of the International Code Council has been proposed by unanimous resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting.

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 President (or in the case the office of President is vacant, the Vice President) shall nominate a successor for the unexpired term and until their successor is elected and qualified at the next Annual Business Meeting, subject to the ratification of the Board of Directors. Any director who shall automatically forfeit their position as a director and their seat shall be declared vacant if the director (a) ceases to be designated as a Governmental Member Voting Representative for a period exceeding 60 days, or (b) is declared of unsound mind by a final order of court shall automatically forfeit their position as a director.

...

5.3 Removal of a Director - Any director 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. Any director, upon notice and an opportunity to be heard by the Board of Directors, may also be removed for cause by the Board of Directors in accordance with Article EIGHT of the Certificate of Incorporation.

Additionally, the following corresponding amendment to the ICC Certificate of Incorporation is being proposed by unanimous resolution of the Board of Directors:

EIGHT: In addition to removal by the members as set forth in the bylaws, and to the extent permitted by Section 141(k) of the DGCL, any director may also be removed for cause by a five-sixths majority vote of the directors then in office. Cause for removal shall be limited to the following disqualifying circumstances:

- (a) If the director is charged with, convicted of or enters a plea of guilty or nolo contendere to, a felony or a crime involving moral turpitude during their tenure.
- (b) If the director engages in willful misconduct or gross negligence that affects the Corporation's financial integrity, legal standing, operational capacity or reputation and/or breaches their fiduciary duty of obedience.
- (c) If the director knowingly fails to disclose a conflict of interest or engages in self-dealing or other conduct that violates the Corporation's Conflict of Interest Policy and/or breaches their fiduciary duty of loyalty.
- (d) If the director fails, after written notice and reasonable opportunity to cure, to substantially fulfill their obligations under the Bylaws (including regular attendance at meetings, participation in governance activities, or fulfilling committee obligations) and/or those imposed by their fiduciary duty of care.



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AMENDMENT 2025-1 (continued)

REASON: These proposed amendments to the ICC Bylaws and Certificate of Incorporation grant the ICC Board of Directors the authority to remove a director for cause upon a five-sixths majority vote and provide that a director who has been declared to be of unsound mind by a court will automatically be removed from their position on the Board.

The amendment to the Bylaws and Certificate of Incorporation allowing for removal of a director for cause is being proposed to authorize the Board of Directors to take swift action in limited circumstances where there is widespread agreement among the Board of Directors that a director's conduct harmed or has the potential to harm the corporation or its reputation, or where a director breaches their fiduciary obligations to the corporation. Under Delaware law, the authority to remove directors for cause may only be granted within an organization's Certificate of Incorporation.

The amendment to the Bylaws making a person who has been declared of unsound mind ineligible for Board service is being proposed in the case of an accident or illness that makes it impossible for a director to fulfill the duties of a director.

The Board of Directors hereby submits these amendments to the ICC Bylaws and Certificate of Incorporation for the Voting Members' consideration and unanimously recommends approval thereof.

Proposed Bylaw Amendment 2025-2

Proposed Amendment to the ICC Bylaws

In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, the following amendment to the Bylaws of the International Code Council has been signed by over 100 signatures of Governmental Member Representatives and presented to the Board of Directors at least 90 days prior to the Annual Business Meeting.

4.1 Limitations – “Board Members” shall refer to Governmental Member Representatives designated by Governmental Members who are serving on the Board of Directors. To encourage wide geographical representation:

- ~~n~~No more than two Board Members ~~Members Governmental Member Representatives designated by Governmental Members~~ located in the same state may serve simultaneously on any one committee ~~may more than two Governmental Members Representatives designated by Governmental Members located in the same state serve simultaneously~~ nor on the Board of Directors.
- No more than three Board Members employed by the same entity or any of its subsidiaries or affiliates may serve simultaneously on any one committee nor on the Board of Directors.

REASON:

Summary of Facts About the Proposed Bylaw Amendment:

- **Broad Member Support Across States**
Over **100 Governmental Member Voting Representatives**, from **23 states**, signed this proposal to bring it forward for a vote at the Annual Business Meeting (ABM).
- **Applies Only to the Board of Directors**
The proposed change does not affect committees, general membership, or voting eligibility—it applies solely to the Board of Directors composition.
- **No Existing Limits on Third-Party GMVRs**
The current bylaws do not limit how many GMVRs can be employed by third-party companies.
- **GMVR Requirement for Directors Remains**
All Board Members must continue to be Governmental Member Voting Representatives (GMVRs). This proposal does not change that.
- **Third-Party Employees Already Serve on the Board of Directors**
Multiple current Directors are employed by third-party organizations, reflecting the important role they play in the code industry.
- **State Representation Limit Stays the Same**
The existing limit of no more than two Board Members from the same state remains unchanged.

Proposed Bylaw Amendment 2025-2

These proposed amendments to the ICC Bylaws and Certificate of Incorporation extend similar limitations currently applied to representatives from the same state to those representing the same organization or corporation.

Over the past decade, third-party organizations have seen significant growth within the building code industry. Today, these companies play an integral role in day-to-day operations for local governments by serving as inspectors, plan reviewers, permit specialists, building officials, and other essential services. Many of these organizations now have governmental member voting representatives across multiple states. While third-party organizations are an invaluable part of the building code community, these amendments aim to ensure balanced and wide representation.

These proposed amendments preserve the intent of the current ICC Bylaws to encourage wide representation as our industry continues to grow and evolve.