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

The 2026 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 19, 2026, at Gaylord Opryland Resort & Convention Center, 2800 Opryland Dr, Nashville, TN 37214, in conjunction with the 2026 ICC Annual Conference. The ABM shall commence at approximately 8:45 AM CT. A copy of this 2026 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 Sergeant-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:
      i. Proposed Amendment 2026-1
      ii. Proposed Amendment 2026-2
   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.

Mike Boso,
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

MINUTES OF THE 2025 ANNUAL BUSINESS MEETING OF THE INTERNATIONAL CODE COUNCIL

Huntington Convention Center, 1 St Clair Ave NE, Cleveland, OH

OCTOBER 20, 2025

ANNUAL BUSINESS MEETING

President of the International Code Council (ICC) Board of Directors David Spencer called the Annual Business Meeting of the members of ICC to order at 10:00 AM ET on October 20, 2025, in conjunction with ICC's Annual Conference being held at Huntington Convention Center, Cleveland, OH.

President Spencer stated that the notice for the Annual Business Meeting was posted to the ICC 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 Spencer called on Secretary/Treasurer Steve McDaniel to determine if there was a quorum present. Secretary/Treasurer McDaniel asked the Voting Members to stand and then advised President Spencer that a quorum of at least 100 Voting Members was present.

President Spencer introduced the 2024-25 ICC Board of Directors: Vice President Mike Boso; Secretary/Treasurer Steve McDaniel; Immediate Past President Stuart Tom; and Directors Jack Applegate, Benjamin Breadmore, Ron Clements, Ron Hampton, Andy Higgins, JC Hudgison, Christina Jackson, Andre Jaen, Randy Metz, Sam Palmer, Michael Savage, Jim Sayers, Sean Toomey, and Angie Wiese.

President Spencer announced that Dawn Neil had been appointed Sergeant-at-Arms and Michael Wich had been appointed Parliamentarian.

President Spencer asked for a motion to approve the 2024 Annual Business Meeting minutes. A motion was made and seconded to approve the minutes as presented. The motion passed.

TREASURER'S REPORT

President Spencer called on Secretary/Treasurer McDaniel to provide the Treasurer's Report. Secretary/Treasurer McDaniel provided the Treasurer's Report to the membership.

A motion was made and seconded to accept the Treasurer's Report. The motion passed.

PRESIDENT'S REPORT

President Spencer 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 Spencer called on CEO John Belcik to provide the CEO's Report. CEO Belcik provided the CEO's Report to the membership.

A motion was made and seconded to accept the CEO's Report. The motion passed.

AWARDS AND HONORARY MEMBER COMMITTEE REPORT

President Spencer called on Director Jim Sayers, Chair of the 2025 Awards and Honorary Member Committee, to deliver the report of the Awards and Honorary Member Committee. Chair Sayers acknowledged the members of the Committee — Directors Jack Applegate, JC Hudgison, and Christina Jackson, and Vice Chair Randy Metz — and presented the following award recipients:

- Chapter Merit Award: Building Officials of Palm Beach County; San Diego Fire Prevention Officers Association; and Maryland Building Officials Association
- W. Scott Copp Chapter Leadership Award: Adele Schaffeld
- Chapter of the Year Award: Big Sky Country, Montana's ICC Chapter
- National Leadership in Sustainability and Energy Efficiency Award: Greg Johnson
- PMG Leadership Award: Spencer Brown
- Educator of the Year Award: California Fire Prevention Institute
- Global Award: Jimata Kabua
- Community Service Award: City of Dallas Code Compliance and City of South Fulton Code Enforcement Departments
- Meritorious Service Award: Lucas Pump
- Raising the Profile Award: Ryan Celestino
- Trailblazer Award: Julissa Garcia
- Robert W. Gain Fire Prevention Leadership Award: Christopher Brunette
- Gerald H. Jones Code Official of the Year Award: Yolanda Bundy
- Bobby J. Fowler Award: Robert Davidson

Chair Sayers further acknowledged the following individuals nominated by the Board of Directors for 2025 Honorary Membership

- David (Kris) Bridges
- Shirley Ellis
- William McKinney
- Thomas Phillips
- David Spencer
- Ron Takiguchi

President Spencer advanced to the podium and asked for a motion to approve the Awards and Honorary Members Committee Report, including the nominations for Honorary Membership. A motion was made and seconded to approve the Committee Report. The motion passed.

VOTING PROCEDURES TUTORIAL

President Spencer called on Mel Oncu, Chief Strategy Officer, who explained the procedures for using the electronic voting devices and conducted a demonstration of the voting system.

President Spencer called on the Tally Judges to advance to the Tally Judge table.

RESOLUTIONS COMMITTEE REPORT

President Spencer called on Director Ron Hampton, Chair of the 2025 Resolutions Committee, to provide an overview of the proposed 2025 Resolutions. Chair Hampton thanked the members of the Resolutions Committee — Directors Benjamin Breadmore, Christina Jackson, Andre Jaen, and Sean Toomey — for their service and moved approval of the following Resolutions:

- Resolution 2025-1, concerning the Conference Site
- Resolution 2025-2, concerning Deceased Members and Colleagues
- Resolution 2025-3, concerning the Committees, Councils, and the Annual Conference Committee
- Resolution 2025-4, concerning the Immediate Past President
- Resolution 2025-5, concerning Retired Members

Chair Hampton invited members to provide the names of additional members who passed in the last year. Additional departed members were announced and a moment of silence was held.

President Spencer advanced to the podium and asked for a motion to approve Resolutions 2025-1, 2025-2, 2025-3, 2025-4, and 2025-5. A motion was made and seconded to approve the Resolutions. The motion passed.

CONSIDERATION OF PROPOSED AMENDMENTS TO THE BYLAWS

Amendment 2025-1

President Spencer introduced Director Michael Savage, Chair of the Bylaws Committee. Chair Savage acknowledged the members of the Bylaws Committee — Directors Jack Applegate, JC Hudgison, Jim Sayers, and Angie Wiese — and provided the Bylaws Committee's recommendation to the Board of Directors to propose Amendment 2025-1 to the ICC Bylaws and Certificate of Incorporation. This Amendment sought to grant the ICC Board of Directors the authority to remove a director for cause from the Board of Directors upon a 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 Spencer stated that, in accordance with Article XVIII, this proposed amendment was properly submitted by resolution of the Board of Directors, and the Board of Directors unanimously recommends approval thereof by the Voting Members.

President Spencer asked for a motion to approve Amendment 2025-1. A motion was made and seconded to approve Amendment 2025-1. The motion passed. President Spencer announced that in accordance with Section 18.2 of the Bylaws, Amendment 2025-1 will be sent by ballot to all Voting Members for ratification, requiring a two-thirds majority vote in favor for adoption.

Amendment 2025-2

President Spencer introduced proposed Amendment 2025-2 to the ICC Bylaws, which was duly submitted by more than 100 ICC Voting Members in accordance with Section 18.1 of the Bylaws. Amendment 2025-2 provided that no more than three members on the ICC Board of Directors may be simultaneously employed by the same entity or its affiliates. President Spencer stated that, after review and consideration, the Board of Directors recommends the Voting Members approve proposed Amendment 2025-2.

President Spencer asked for a motion to approve Amendment 2025-2. A motion was made and seconded to approve Amendment 2025-2. The members provided testimony in support of and in opposition to Amendment 2025-2. After vote by electronic voting device, President Spencer announced the motion failed.

NOMINATING COMMITTEE REPORT

President Spencer called on Immediate Past President Stuart Tom, Chair of the Nominating Committee, to read the report of the 2025 Nominating Committee. Chair Tom introduced and thanked the members of the Nominating Committee — Alan Boswell of Alabama, Lisa Hartwig of Minnesota, Andie Lorenz of Washington, and Tom Peterson of Utah — and read the Committee's recommendations for the 2025-2026 Executive Committee and Board:

- President: Mike Boso
- Vice President: Steve McDaniel
- Secretary/Treasurer: Michael Savage
- Section B Director (three-year term): Jessica Fust
- Section D Director (three-year term): David Molnar
- At-Large Director (three-year term): Jack Applegate
- At-Large Director (three-year term): Andy Higgins
- At-Large Director (one-year term): Ben Pothoff

ELECTIONS OF OFFICERS AND DIRECTORS

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

President Election

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

Vice President Election

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

Secretary-Treasurer Election

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

Section B Director Election

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

Section D Director Election

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

At-Large Director Election (Three-Year Term)

President Spencer announced the nomination of Jack Applegate 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 Spencer declared the nominations closed. A voice vote was held, resulting in the election of Jack Applegate.

At-Large Director Election (Three-Year Term)

President Spencer announced the nomination of Andy Higgins for a three-year director-at-large term. He then made a request for nominations from the floor. Additional nominations were made and seconded for Rachael Parrish and James Brooker. The three nominees and their supporters addressed the membership for a limited amount of time. After vote by electronic voting device, President Spencer announced the election of Rachel Parrish.

At-Large Director Election (One-Year Term)

President Spencer announced the nomination of Ben Pothoff for a one-year director-at-large term. He then made a request for nominations from the floor. An additional nomination was made and seconded for Andy Higgins. The two nominees and their supporters addressed the membership for a limited amount of time. After vote by electronic voting device, President Spencer announced the election of Andy Higgins.

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

UNFINISHED BUSINESS

President Spencer inquired as to whether there was any unfinished business. There was none.

A motion to adjourn was made and seconded. The motion passed. The meeting was adjourned at Noon ET.

RESOLUTION 2026-1
of the
ANNUAL MEETING OF THE MEMBERS
concerning the
CONFERENCE SITE

WHEREAS, the Members of the International Code Council (ICC) did assemble at ICC's 23rd Annual Conference in Nashville, Tennessee from October 18 to October 21, 2026; and

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

WHEREAS, the Members of the Tennessee Building Officials Association, an ICC 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 19, 2026, at ICC's Annual Business Meeting, do hereby express their sincere thanks and appreciation to the Members of the Tennessee Building Officials Association for their warm greeting and hospitality.

RESOLUTION 2026-2
of the
ANNUAL MEETING OF THE MEMBERS
concerning
DECEASED MEMBERS AND COLLEAGUES

WHEREAS, the Members of the International Code Council (ICC) did assemble at ICC's 23rd Annual Conference in Nashville, Tennessee from October 18 to October 21, 2026; and

WHEREAS, those Members here assembled on October 19, 2026 at ICC's Annual Business Meeting pay tribute to the memory of the following departed Members and colleagues:

Frederick William Brown
Jamestown, RI
Rhode Island Building Officials Association

Joseph Albert Cirillo
Rhode Island
Building Officials Conference of America

Ronald A. Durgin
Building Official and Commissioner – Massachusetts / Arizona
President, Grand Canyon Chapter of ICC

John Eratostene
Melbourne, FL
Broward County School Building Inspector

Roger Russell Evans
Salt Lake City, UT
Past Chairman, ICBO

Debra Finnegan
Madrid, NY
Firefighters Association of the State of New York

Jim Gogolski
Hoover Treated Wood Products

David Hoffman
Assistant Fire & Building Inspector
Town of Blooming Grove, NY

Hayden Knott
Husband of Eirene Knott

James P. Oliver, II
City of Richland, WA
Washington Association of Building Officials

CP "Chuck" Ramani
Founder and Past President
International Accreditation Service

Lawrence Scorzelli
Borough of Ho-Ho-Kus, NJ (retired)
New Jersey Building Officials Association

David Smerek
Building Commissioner
City of North Royalton, OH

Mike Smith
Past President, BOASC

Jon Traw
Chief Executive Officer
International Conference of Building Officials

John Wangles
Graham, WA
Fire Inspector, Port of Seattle at SeaTac International Airport

Riki Wise
Stephens County, GA
Stephens County Building Department

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 19, 2026, at ICC'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.

RESOLUTION 2026-3
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 (ICC) did assemble at ICC's 23rd Annual Conference in Nashville, Tennessee from October 18 to October 21, 2026; and

WHEREAS, ICC 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, ICC 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 19, 2026, at ICC'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 ICC subsidiaries; and

BE IT FURTHER RESOLVED, that those Members here assembled on October 19, 2026, at ICC'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.

RESOLUTION 2026-4
of the
ANNUAL MEETING OF THE MEMBERS
concerning the
IMMEDIATE PAST PRESIDENT

WHEREAS, the Members of the International Code Council (ICC) did assemble at ICC's 23rd Annual Conference in Nashville, Tennessee from October 18 to October 21, 2026; and

WHEREAS, ICC 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 19, 2026, at ICC's Annual Business Meeting, do hereby express their sincere gratitude and appreciation to Immediate Past President David Spencer for his dedicated service to the Members of the International Code Council during his years of service on the Board of Directors.

RESOLUTION 2026-5
of the
ANNUAL MEETING OF THE MEMBERS
concerning
RETIRED MEMBERS

WHEREAS, the Members of the International Code Council (ICC) did assemble at ICC's 23rd Annual Conference in Nashville, Tennessee from October 18 to October 21, 2026; 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 19, 2026, at ICC'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 19, 2026, at ICC'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.

2026 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 19, 2026 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 20, 2026.**

ICC BOARD OF DIRECTORS TERMS FOR THE 2025–26 YEAR

Position	Term Expires	Eligible for New Term
Mike Boso, *President*	2026	Yes[1]
Steve McDaniel, *Vice President*	2026	Yes[3]
Michael Savage, *Secretary/Treasurer*	2026	Yes[3]
David Spencer, *Immediate Past President*	2026	No
Andy Higgins, *Director at Large*	2026	Yes[2, 3]
Ron Clements, *Director at Large*	2026	Yes[2, 3]
John "JC" Hudgison, *Sectional Director for Section F*	2026	Yes[2, 3]
Andre Jaen, *Sectional Director for Section C*	2026	Yes[2, 3]
Sean Toomey, *Director at Large*	2026	Yes[2, 3]
Benjamin Breadmore, *Sectional Director for Section E*	2027	No[3]
Christina Jackson, *Director at Large*	2027	Yes[2, 3]
Randy Metz, *Sectional Director for Section A*	2027	No[3]
Sam Palmer, *Director at Large*	2027	Yes[2, 3]
Jim Sayers, *Director at Large*	2027	No[3]
Jack Applegate, *Director at Large*	2028	No[3]
Jessica Fust, *Sectional Director for Section B*	2028	Yes[2, 3]
David Molnar, *Sectional Director for Section D*	2028	Yes[2, 3]
Rachel Parrish, *Director at Large*	2028	Yes[2, 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 2026 Nominating Committee Chair David Spencer
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

AMENDMENT 2026-1 – Regional Limitations

In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, this Amendment 2026-1 to the Bylaws of the International Code Council has been proposed by resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting. This proposed amendment seeks to amend the makeup of the ICC Board of Directors by removing Sectional seats, making all director seats At-Large, and limiting all non-officer seats to three from the same Region.

ARTICLE IV —GEOGRAPHICAL REPRESENTATION

4.1 Limitations - ~~To encourage wide geographical representation,~~ An individual eligible to serve on the ICC Board of Directors shall be a Governmental Member Voting Representative designated by a Governmental Member except for the Immediate Past President. Additionally, the makeup of the Board of Directors shall be subject to the following limitations:

(a) N~~n~~o more than two individuals ~~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.

(b) No more than three individuals located in the same Region, as defined in Section 4.2, may serve simultaneously on the Board of Directors; provided, however, that such Regional limitation shall not apply to individuals serving as Officers.

4.2 Distribution - To provide for geographical representation on the Board of Directors, the following ~~sections~~ Regions are established:

Table 4.2	
Region I	California, Hawaii, and Nevada
Region II	Alaska, Idaho, Montana, Oregon, Washington, and Wyoming
Region III	Iowa, Minnesota, North Dakota, South Dakota, and Wisconsin
Region IV	Illinois, Kansas, Missouri, and Nebraska
Region V	Indiana, Kentucky, Michigan, and Ohio
Region VI	Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont
Region VII	District of Columbia, Delaware, Maryland, New Jersey, Pennsylvania, Virginia, and West Virginia
Region VIII	Georgia, North Carolina, South Carolina, and Tennessee
Region IX	Alabama, Florida, Louisiana, and Mississippi
Region X	Arkansas, Oklahoma, and Texas
Region XI	Arizona, Colorado, New Mexico, and Utah
Region XII	International and US Territories

~~Table 4.2~~	
~~Section A~~	~~Alaska, British Columbia, Washington, Oregon, California, Nevada Hawaii~~
~~Section B~~	~~Idaho, Montana, Wyoming, North Dakota, South Dakota, Minnesota, Iowa, Wisconsin, Alberta, Saskatchewan, Manitoba~~
~~Section C~~	~~Utah, Arizona, Colorado, New Mexico, Oklahoma, Texas, Arkansas, Mexico~~
~~Section D~~	~~Nebraska, Kansas, Missouri, Illinois, Michigan, Indiana, Ohio, Kentucky, Ontario~~
~~Section E~~	~~Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island, Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Virginia, Washington, D.C., Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland~~
~~Section F~~	~~Tennessee, Louisiana, Mississippi, Alabama, North Carolina, South Carolina, Georgia, Florida, the Caribbean~~

4.3 Director Location – When determining eligibility to serve on the Board of Directors, an individual's location shall be determined by the location of the Governmental Member that has designated the individual.

4.4 Current Directors – The limitations set forth in Section 4.1 shall not apply to then-serving directors until the conclusion of the 2027 Annual Business Meeting, whereupon this Section 4.4 shall automatically sunset and be editorially deleted from these Bylaws.

ARTICLE V — 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~~, and fourteen (14) Directors-at-Large. ~~; 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 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 their term, a Governmental Member Voting Representative for a Governmental Member within the applicable Section.~~

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. A director 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, or (c) assumes a new employment position that causes them to exceed the limitations set forth in Section 4.1 of these Bylaws and does not commence new qualifying employment within 60 days.

PROPOSED AMENDMENT TO THE ICC BYLAWS

AMENDMENT 2026-2 – EMPLOYER LIMITATIONS

In accordance with Article XVIII, ss. 18.1 of the ICC Bylaws, this Amendment 2026-2 to the Bylaws of the International Code Council has been proposed by resolution of the Board of Directors at least 90 days prior to the opening of the Annual Business Meeting. This proposed amendment seeks to limit the number of directors that may serve simultaneously on the Board to two employed by the same third-party entity and one employed or designated by the same Governmental Member.

ARTICLE IV —GEOGRAPHICAL AND EMPLOYER REPRESENTATION LIMITATIONS

4.1 Limitations - ~~To encourage wide geographical representation,~~ An individual eligible to serve on the ICC Board of Directors shall be a Governmental Member Voting Representative designated by a Governmental Member except for the Immediate Past President. Additionally, the makeup of the Board of Directors shall be subject to the following limitations:

(a) N~~n~~o more than two individuals ~~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.

(b) No more than two individuals employed by the same non-governmental entity or by affiliated non-governmental entities may serve simultaneously on the Board of Directors.

(c) No more than one individual employed or designated by the same Governmental Member may serve simultaneously on the Board of Directors.

4.2 Distribution - To provide for geographical representation on the Board of Directors, the following sections are established:

Table 4.2	
Section A	Alaska, British Columbia, Washington, Oregon, California, Nevada Hawaii
Section B	Idaho, Montana, Wyoming, North Dakota, South Dakota, Minnesota, Iowa, Wisconsin, Alberta, Saskatchewan, Manitoba
Section C	Utah, Arizona, Colorado, New Mexico, Oklahoma, Texas, Arkansas, Mexico
Section D	Nebraska, Kansas, Missouri, Illinois, Michigan, Indiana, Ohio, Kentucky, Ontario
Section E	Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island, Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Virginia, Washington, D.C., Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland
Section F	Tennessee, Louisiana, Mississippi, Alabama, North Carolina, South Carolina, Georgia, Florida, the Caribbean

4.3 Director Location – When determining eligibility to serve on the Board of Directors, an individual's location shall be determined by the location of the Governmental Member that has designated the individual.

4.4 Current Directors – The limitations set forth in Section 4.1 shall not apply to then-serving directors until the conclusion of the 2027 Annual Business Meeting, whereupon this Section 4.4 shall automatically sunset and be editorially deleted from these Bylaws.

ARTICLE V — 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 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 their term, a Governmental Member Voting Representative for a Governmental Member within the applicable Section.

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. A director 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, or (c) assumes a new employment position that causes them to exceed the limitations set forth in Section 4.1 of these Bylaws and does not commence new qualifying employment within 60 days.

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 sunsetting 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 sunsetting 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.